VULCAN MATERIALS CO
Reported by
SANSONE DANIEL F

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/20/12 for the Period Ending 11/20/12

Address 1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242
Telephone 2052983000
CIK 0001396009
Symbol VMC
Fiscal Year 12/31
Filmed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Code</th>
<th>Trans. Date</th>
<th>Amount (A)</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>M</td>
<td>11/20/2012</td>
<td>2400.0000</td>
<td>$31.4650</td>
<td>D</td>
<td>0.0000</td>
<td>6781.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>S</td>
<td>11/20/2012</td>
<td>400.0000</td>
<td>$47.9900</td>
<td>D</td>
<td>0.0000</td>
<td>6381.0000</td>
</tr>
<tr>
<td>Common Stock</td>
<td>S</td>
<td>11/20/2012</td>
<td>2000.0000</td>
<td>$47.9610</td>
<td>D</td>
<td>0.0000</td>
<td>4381.0000</td>
</tr>
</tbody>
</table>

Common Stock: 25719.0000

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Amount (A)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title of Securities Underlying Derivative Security</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (Right to Buy)</td>
<td>$31.4650</td>
<td>11/20/2012</td>
<td>2400.0000</td>
<td>1/1/2004</td>
<td>2/13/2013</td>
<td>Common Stock</td>
<td>0.0000</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Held by the Daniel F. Sansone 2008 Grantor Retained Annuity Trust of which Mr. Sansone is the beneficiary.

(2) The option vests over five years in 20% increments each year on December 31 following the grant date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sansone Daniel F</td>
<td>Director</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Sr. VP &amp; CFO</td>
</tr>
</tbody>
</table>

REPORTING OWNERS
Signatures

Amy M. Tucker, Attorney-in-Fact 11/20/2012

Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.