

VULCAN MATERIALS CO

Reported by
MCABEE RONALD G

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/26/10 for the Period Ending 01/22/10

| | |
|-------------|---|
| Address | 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 |
| Telephone | 2052983000 |
| CIK | 0001396009 |
| Symbol | VMC |
| Fiscal Year | 12/31 |

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, D.C. 20549**

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| McAbee Ronald G | | | Vulcan Materials CO [VMC] | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, CMG-West | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | |
| 1200 URBAN CENTER DRIVE | | | 1/22/2010 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| BIRMINGHAM, AL 35242 | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) | | | (State) | | | (Zip) | | |

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

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 1/22/2010 | | M | | 1322 | A | \$0 (1) | 7158 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|--|------|---|-----|---|-----------------|--|---|--|--|
| | | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Phantom Stock (Deferred Comp DSUs/PSUs) | \$0 (2) | 1/22/2010 | | M | | 1322 | (2) | (2) | Common Stock | 1322 | \$0 (1) | 4269.12 | D | |

Explanation of Responses:

- (1) On January 22, 2010, the reporting person received 1,322 shares of VMC Common Stock in settlement of an equal number of shares of Phantom Stock (Deferred Comp DSUs/PSUs) held pursuant to VMC's Executive Deferred Compensation Plan.
- (2) Each share of Phantom Stock (Deferred Comp DSUs/PSUs) entitled the reporting person to receive, on January 22, 2010, one share of VMC Common Stock or the cash value thereof. Prior to payment, the reporting person had the right to transfer the value of his Phantom Stock (Deferred Comp DSUs/PSUs) shares into an alternative investment account.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McAbee Ronald G 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | | | SVP, CMG-West | |

Signatures

Amy M. Tucker, Attorney-in-Fact

1/26/2010

** 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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.