

VULCAN MATERIALS CO

Reported by
JAMES DONALD M

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/26/14 for the Period Ending 11/25/14

| | |
|-------------|---|
| 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
or Section 30(h) 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) | |
| JAMES DONALD M | | Vulcan Materials CO [VMC] | | <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Executive Chairman | |
| (Last) (First) (Middle) | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | |
| 1200 URBAN CENTER DRIVE | | 11/25/2014 | | | |
| (Street) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) | |
| BIRMINGHAM, AL 35242 | | | | <input 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 | 11/25/2014 | | M | | 73000.0000 | A | \$57.0950 | 182763.0000 | D | |
| Common Stock | 11/25/2014 | | F | | 66501.0000 (1) | D | \$68.6100 | 116262.0000 | D | |
| Common Stock | 8/8/2014 | | G | V | 2646.0000 | D | \$61.6900 | 20454.0000 | I | By GRAT |
| Common Stock | 8/13/2014 | | G | V | 942.0000 | D | \$62.0300 | 14529.0000 | I | By GRAT |

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 | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Options (Right to Buy) | \$57.0950 | 11/25/2014 | | M | | 73000.0000 | 12/31/2005 (2) | 2/10/2015 | Common Stock | 73000.0000 | \$57.0950 | 73000.0000 | D | |

Explanation of Responses:

- (1) 66501 shares were sold on November 25, 2014 to cover the cost of this exercise and 6,499 shares were retained by the reporting person following the transaction.
- (2) The option vests over five years in 20% increments each year on December 31 following the grant date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JAMES DONALD M 1200 URBAN CENTER DRIVE | X | | Executive Chairman | |

| | | | | |
|----------------------|--|--|--|--|
| BIRMINGHAM, AL 35242 | | | | |
|----------------------|--|--|--|--|

Signatures

Amy M. Tucker, Attorney-in-Fact

11/26/2014

** 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.

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