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VULCAN MATERIALS CO

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 04/02/12

Address	1200 URBAN CENTER DRIVE
	BIRMINGHAM, AL 35242
Telephone	2052983000
CIK	0001396009
Symbol	VMC
SIC Code	1400 - Mining & Quarrying of Nonmetallic Minerals (No Fuels)
Industry	Construction - Raw Materials
Sector	Capital Goods
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 2, 2012

VULCAN MATERIALS COMPANY
(Exact name of registrant as specified in its charter)

New Jersey	**001-33841**	**20-8579133**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1200 Urban Center Drive
Birmingham, Alabama 35242
(Address of principal executive offices) (zip code)

(205) 298-3000
Registrant's telephone number, including area code:

Not Applicable
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

[ ]	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[X]	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
[ ]	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[ ]	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events.

In the course of recent Delaware litigation, Vulcan Materials Company ("Vulcan") learned about the existence of undisclosed confidentiality agreements between Martin Marietta Materials, Inc. ("Martin Marietta") and its proposed nominees for Vulcan's Board of Directors. These agreements, which were not disclosed in Martin Marietta's nomination documents, raise questions about the relationship between Martin Marietta and such nominees, as well as the qualifications of these nominees under Vulcan's governing documents. The agreements also raise concerns about the ability of such nominees to discharge their duties to Vulcan and its shareholders independently of obligations to Martin Marietta. Vulcan has requested that such agreements, and any other relevant agreements, arrangements or understandings, be made available to it immediately.

A letter that Vulcan has sent to Martin Marietta today on this topic is attached as Exhibit 99.1.

Item 9.01 . Financial Statements and Exhibits.

(c) Exhibits:

Exhibit No.	Description
99.1	Letter to Martin Marietta Materials, Inc., dated April 2, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant had duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vulcan Materials Company

Date: April 2, 2012

By: /s/ Robert A. Wason
Name: Robert A. Wason IV
Title: Senior Vice President
& General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Letter to Martin Marietta Materials, Inc., dated April 2, 2012

Exhibit 99.1

[VMC Letterhead]

April 2, 2012

BY FACSIMILE AND E-MAIL

Martin Marietta Materials, Inc.
2710 Wycliff Road
Raleigh, North Carolina 27607-3033
Telephone: 919-783-4603
Facsimile: 919-783-4535

Attention: Roselyn R. Bar, Senior Vice President, General Counsel and Corporate Secretary

Re: Notice of Nomination

Dear Ms. Bar:

I am writing on behalf of Vulcan Materials Company ("Vulcan") in relation to Martin Marietta Materials, Inc.'s ("Martin Marietta") nomination of candidates for Vulcan's Board of Directors with respect to Vulcan's 2012 Annual Meeting of Shareholders. We have recently learned about the existence of undisclosed agreements between Martin Marietta and its proposed nominees that raise questions about the relationship between Martin Marietta and such nominees, as well as the qualifications of these nominees under Vulcan's governing documents.

In particular, we understand from your public filings in the Delaware Court of Chancery that Martin Marietta has previously entered into confidentiality agreements ("Nominee Agreements") with each of the Martin Marietta nominees, and that each such Martin Marietta nominee has "agree[d] to be bound as a 'Representative'" of Martin Marietta. Based on this information, it appears that any such Nominee Agreements should have been disclosed in the Notice of Nomination of Directors, dated January 24, 2012, as amended and restated on January 30, 2012 and as supplemented on February 13, 2012 (the "Notices") submitted by Martin Marietta, which included each nominee's signed questionnaire and Representation and Agreement.

These disclosures should have been made by the February 13, 2012 deadline required by Vulcan's amended and restated bylaws ("Bylaws"). No such disclosures were made. In addition and among other things, it appears that the existence of the Nominee Agreements might render false the Martin Marietta Nominees' representations and warranties contained in the Representation and Agreement that they have executed, and which is also required under Vulcan's Bylaws.

We note that Martin Marietta not only failed to disclose these agreements to Vulcan per its Bylaws requirements, but also failed to disclose the agreements in the proxy statement filed by Martin Marietta with respect to Vulcan's annual meeting. We are also concerned about possible implications with respect to the independence of nominees who have been bound as Martin Marietta's representatives and their ability to discharge fiduciary duties to Vulcan and its shareholders.

Pursuant to our Bylaws, we request that you immediately provide us with any and all Nominee Agreements as they existed on the dates of each of the Notices (i.e., January 24, 2012, January 30, 2012 and February 13, 2012). We also ask that you inform us of any other agreements, arrangements or understandings that exist between Martin Marietta and the Martin Marietta Nominees with respect to their selection or possible nomination to Vulcan's board that have not been disclosed. This letter is not and should not in any way be deemed to be an admission by Vulcan that the Notices would be valid but for the matters raised herein, or that Martin Marietta has otherwise complied with the applicable provisions of the Bylaws or of applicable law. Vulcan expressly preserves its right to challenge other defects in the Notices, and does not waive any such right or any related rights. We specifically reserve our right to make further requests following the delivery of the Nominee Agreements and any other agreements, arrangements or understandings requested above.

Sincerely,

/s/ Robert A. Wason IV

Robert A. Wason IV

Senior Vice President & General Counsel

cc: Edward D. Herlihy, Esq., Wachtell, Lipton, Rosen & Katz
Igor Kirman, Esq., Wachtell, Lipton, Rosen & Katz

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