

VULCAN MATERIALS CO

FORM 8-K (Current report filing)

Filed 03/15/10 for the Period Ending 03/15/10

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

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): March 15, 2010

VULCAN MATERIALS COMPANY

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction
of incorporation)

001-33841
(Commission File Number)

20-8579133
(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)
 - 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))
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Item 8.01. Other Events.

On March 15, 2010, Vulcan Materials Company (the "Company") contributed 1,190,000 shares of its common stock to the Vulcan Materials Company Master Pension Trust for the benefit of the Company's employees, past and present, who participate in the Company's tax-qualified employee defined benefit pension plans.

The Company is filing this Current Report on Form 8-K to provide the legal opinion of Robert A. Wason IV, Senior Vice President and General Counsel of the Company, relating to the Company's prospectus supplement, dated March 15, 2010, to the prospectus dated December 3, 2007, filed with the Securities and Exchange Commission on March 15, 2010.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Robert A. Wason IV, Senior Vice President and General Counsel of the Company.
23.1	Consent of Robert A. Wason IV, Senior Vice President and General Counsel of the Company (included in Exhibit 5.1).

SIGNATURES

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

Vulcan Materials Company

Date: March 15, 2010

By: /s/ Robert A. Wason IV
Robert A. Wason IV

[VULCAN MATERIALS COMPANY LETTERHEAD]
March 15, 2010

Vulcan Materials Company
1200 Urban Center Drive
Birmingham, Alabama 35242

Ladies and Gentlemen:

In my capacity as Senior Vice President and General Counsel for Vulcan Materials Company, a New Jersey corporation (the "Company"), I have examined the Registration Statement on Form S-3 (File No. 333-147796), filed on December 3, 2007 with the Securities and Exchange Commission (the "Commission") pursuant to the provisions of the Securities Act of 1933, as amended (the "Securities Act"), and the prospectus supplement dated March 15, 2010 to the prospectus dated December 3, 2007 (together, the "Prospectus") in the form as proposed to be filed by the Company with the Commission, relating to the sale by the selling shareholder of an aggregate of 1,190,000 shares of the Company's common stock, par value \$1.00 per share (the "Shares"), that are issued and outstanding.

In this connection, I have examined such records, documents and proceedings as I have deemed relevant and necessary as a basis for the opinions expressed herein.

Upon the basis of the foregoing, I am of the opinion that the Shares that have been delivered to the selling shareholder have been duly authorized and are validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Company's Current Report on Form 8-K dated March 15, 2010. In addition, I hereby consent to the inclusion of the statements made in reference to me under the caption "Validity of the Shares" in the Prospectus. In giving such consent, I do not thereby admit that I am within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Yours very truly,

/s/ Robert A. Wason IV

Robert A. Wason IV

Senior Vice President and General Counsel