

# VULCAN MATERIALS CO

Reported by  
**JAMES DONALD M**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/16/10 for the Period Ending 12/14/10

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

<b>1. Name and Address of Reporting Person *</b>  <b>JAMES DONALD M</b> <small>(Last) (First) (Middle)</small>  <b>1200 URBAN CENTER DRIVE</b> <small>(Street)</small>  <b>BIRMINGHAM, AL 35242</b> <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Vulcan Materials CO [ VMC ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>12/14/2010</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman &amp; CEO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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	12/14/2010		M		40000.0000	A	\$44.9000	63397.0000	D	
Common Stock	12/14/2010		S		40000.0000	D	\$47.3190	23397.0000	D	
Common Stock	12/15/2010		M		60000.0000	A	\$44.9000	83397.0000	D	
Common Stock	12/15/2010		M		6650.0000	A	\$44.9000	90047.0000	D	
Common Stock	12/15/2010		S		6650.0000	D	\$47.4860	83397.0000	D	
Common Stock	12/15/2010		S		60000.0000	D	\$47.6960	23397.0000	D	
Common Stock								158031.0000	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		(A)	(D)	Date Exercisable	Expiration Date				
Stock Options (Right to Buy)	\$44.9000	12/14/2010		M		40000.0000	2/9/2002	2/9/2011	Common Stock	40000.0000	\$44.9000	160000.0000	D	
Stock Options (Right to Buy)	\$44.9000	12/15/2010		M		6650.0000	2/9/2002	2/9/2011	Common Stock	6650.0000	\$44.9000	153350.0000	D	
Stock Options (Right to Buy)	\$44.9000	12/15/2010		M		60000.0000	2/9/2002	2/9/2011	Common Stock	60000.0000	\$44.9000	93350.0000	D	

**Explanation of Responses:**

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAMES DONALD M 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X		Chairman & CEO	

**Signatures****Amy M. Tucker, Attorney-in-Fact****12/16/2010**

\*\* 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.

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