Vulcan Materials CO Form 4 February 27, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

Expires:

Form filed by More than One Reporting

January 31, 2005

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FRANKLIN H ALLEN Issuer Symbol Vulcan Materials CO [VMC] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X Director 10% Owner Officer (give title Other (specify 1200 URBAN CENTER DRIVE 02/25/2008 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

BIRMINGHAM, AL 35242

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common

Stock (Restricted

Stock Units)

4,353.378 (1)

Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date		4.	5. Number of	6. Date Exer		7. Title and A	
Derivative Security (Instr. 3)	Conversion or Exercise	(Month/Day/Year)	Execution Date, if any	TransactionDerivative Code Securities		Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)	
(msu. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	• •		(mour o une	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock (Deferred Compensation)	<u>(2)</u>	02/25/2008		A(3)	21.149	<u>(4)</u>	<u>(4)</u>	Common Stock	21.149
Phantom Stock (Deferred Stock Units)	\$ 0 (2)					<u>(5)</u>	<u>(5)</u>	Common Stock	2,048

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
FRANKLIN H ALLEN						
200 URBAN CENTER DRIVE	X					
RIRMINGHAM AL 35242						

Signatures

F

By: Amy M. Tucker, Attorney-in-Fact 02/27/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares now being reported separately from Common Stock. Shares of various types were previously grouped together under the security titled Common Stock.
- (2) Convertible on a 1-for-1 basis.
- (3) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (4) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.
- Deferred Stock Units vest on June 1, following a three-year award period. Vested shares will be delivered to the reporting person on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.
- (6) Deferred Stock Unit balances were previously separated according to award year and are now being grouped together for ease of reference.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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