BAKER JOHN D II

Form 4 April 25, 2008

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * BAKER JOHN D II

(First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

(State)

BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [VMC]

3. Date of Earliest Transaction (Month/Day/Year) 04/24/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

7. Nature of

Ownership

(Instr. 4)

(9-02)

Indirect

(Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A) or

Securities Beneficially Owned Following Reported

5. Amount of

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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 required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security (Instr. 3)

2. Conversion or Exercise Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

(e.g., puts, calls, warrants, options, convertible securities)

4. 5. **TransactionNumber** Code of (Instr. 8) Derivative

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. **Underlying Securities** (Instr. 3 and 4)

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	Derivative Security				Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	44	0.4.10.4.10.000	A (2)		22	(2)	(2)	Common	22

 $A^{(2)}$

22

22

Stock

Reporting Owners

Reporting Owner Name / Address Relationships

04/24/2008

Director 10% Owner Officer Other

BAKER JOHN D II 1200 URBAN CENTER DRIVE X BIRMINGHAM, AL 35242

(1)

Signatures

(Deferred

Compensation)

By: Amy M. Tucker, Attorney-in-Fact 04/25/2008

**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) Convertible on a 1-for-1 basis.
- (2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (3) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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