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Vulcan Mat	erials CO									
Form 4	00									
May 12, 20									OMB	APPROVAL
FORM	UNITED	STATES		RITIES A			NGE (COMMISSION	OMB Number:	3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). TATEMENT 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						Expires: January 3 20 Estimated average burden hours per response 0				
(Print or Type	Responses)									
1. Name and BAKER JC	Address of Reporting DHN D II	Person [*]	Symbol	er Name an 1 Material			ng	5. Relationship o Issuer	f Reporting P	Person(s) to
(Last)	(First) (Middle)		of Earliest 7	-	vicj		(Che	ck all applica	ble)
. ,	AN CENTER DR	,		Day/Year)	Transaction			_X_ Director Officer (give below)		0% Owner Other (specify
BIRMING	(Street) HAM, AL 35242			endment, D onth/Day/Yea	-	ıl		6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	One Reporting	Person
(City)	(State)	(Zip)	Tał	ole I - Non-	Derivative	Secur	ities Aco	uired, Disposed o	f. or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	ed Date, if	3.	4. Securit or(A) or Dis (Instr. 3, 4	ies Ac sposed	quired of (D)	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)
Common Stock	05/08/2008			P	10,000	A	\$ 64.96	33,106	D	
Common Stock								3,306	I	By 401(k)
Common Stock								2,758,037	I	By Baker Holdings, L.P. (1)
Common Stock								311,856	I	By Crusher Run Partners, LP

Common Stock	14,451	Ι	By Cynthia L. Baker Trust <u>(3)</u>
Common Stock	8,730	I	By Edward L. Baker II Irrevocable Trust <u>(4)</u>
Common Stock	15,606	I	By John D. Baker II Irrevocable Trust #1 (5)
Common Stock	7,634	Ι	By John D. Baker II Irrevocable Trust #2 <u>(6)</u>
Common Stock	431,117	Ι	By John D. Baker II Living Trust
Common Stock	15,420	Ι	By John D. Baker III Irrevocable Trust <u>⁽⁸⁾</u>
Common Stock	182	Ι	By Spouse of John D. Baker II (9)
Common Stock	15,420	I	By Susan Anne Baker Irrevocable Trust (10)
Common Stock	16,180	Ι	By Wife's Living Trust

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

Persons who respond to the collection of 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 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8
Derivative Securi	ty Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nNumber	Expiration Date	Underlying Securities	D
(Instr. 3)	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	S
	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		(1
	Derivative				Securities			

S	Security			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	<u>(11)</u>	05/09/2008	A <u>(12)</u>		73		(13)	(13)	Common Stock	73

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
BAKER JOHN D II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х			
Signatures				
By: Amy M. Tucker, Attorney-in-Fact		05/12/2008		
<u>**</u> 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).
- Shares held by Baker Holdings, L.P. The reporting person shares voting and dispositive power over all the shares held by Baker
 (1) Holdings, L.P. and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
- (2) Shares held by the Crusher Run Partners, LP Charitable Remainder Unitrust. This trust is administered by John D. Baker II as trustee. The reporting person disclaims beneficial interest in the contributed shares, except to the extent of his pecuniary interest therein.
- Shares held by separate trust created under the Cynthia L. Baker Trust, U/A/D April 30, 1965, of which the reporting person is a trustee
 (3) and an income beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (4) Shares held by Edward L. Baker II Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims beneficial interest in these shares.
- (5) Shares held by John D. Baker II Irrevocable Trust #1. This trust is administered by an independent trustee and is for the benefit of the reporting person's spouse and children. The reporting person disclaims any beneficial interest in these shares.
- (6) Shares held by John D. Baker Irrevocable Trust #2. This trust is administered by an independent trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims any beneficial interest in these shares.
- (7) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
- (8) Shares held by John D. Baker III Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, John D. Baker III. The reporting person disclaims beneficial interest in these shares.

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- (9) Shares are held by the reporting person's wife, Anne Doris Baker.
- (10) Shares held by Susan Anne Baker Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's daughter, Susan Anne Baker. The reporting person disclaims beneficial interest in these shares.
- (11) Convertible on a 1-for-1 basis.
- (12) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (13) 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.