## Edgar Filing: Vulcan Materials CO - Form 4

Vulcan Mat Form 4 May 12, 200										
FORM	<b>14</b> UNITED	STATES		RITIES A			E COMMISSIO		9PROVAL 3235-0	
Check the if no lor subject Section Form 4 Form 5	to <b>STATEN</b> 16. or		CHAI	NGES IN SECUI	BENEF: RITIES	ICIAL O	WNERSHIP OI	Expires: Estimated burden hou response.	average Irs per	31, 005 0.5
obligation may cor <i>See</i> Inst 1(b).	ons Section 17( ruction	a) of the F	Public U	Jtility Hol	ding Con		of 1935 or Secti			
	Address of Reporting	-	Symbol	er Name <b>an</b> 1 Material		C	Issuer	of Reporting Per		
(Last) 1200 URB	(First) (			of Earliest T Day/Year) 2008	ransaction		(Ch X_ Director Officer (gi below)		e) % Owner ler (specify	
BIRMING	(Street) HAM, AL 35242			endment, D onth/Day/Yea	-	I	Applicable Line) _X_ Form filed by	Joint/Group Fili y One Reporting P y More than One R	erson	
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti mAcquired Disposed (Instr. 3, 4 Amount	(A) or 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)	
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	Perso inform requir	ns who rest nation cont ed to resp ys a curre	or indirectly. spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)	

## 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 Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	De
(Instr. 3)	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Se
	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		(Ir

	Derivative Security			Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Deferred Compensation)	(1)	05/08/2008	A <u>(2)</u>	44	<u>(3)</u>	(3)	Common Stock	44	\$
Phantom Stock (Deferred Compensation)	(1)	05/09/2008	A <u>(2)</u>	73	<u>(3)</u>	(3)	Common Stock	73	\$

## **Reporting Owners**

Reporting Owner Name / Address		Relationships		
	Director	10% Owner	Officer	Other
MCGREGOR DOUGLAS J 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х			
Signatures				
By: Amy M. Tucker, Attorney-in-Fact		05/12/2008		
**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.