Vulcan Materials CO Form 4 June 16, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 3235-0287

Number:

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

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

See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * TROSINO VINCENT J |          |          | 2. Issuer Name and Ticker or Trading Symbol Vulcan Materials CO [VMC] | 5. Relationship of Reporting Person(s) to Issuer  |
|---|----------|----------|---|---|
| (Last)  | (First)  | (Middle) | 3. Date of Earliest Transaction                                       | (Check all applicable)  |
| 1200 URBAN CENTER DRIVE                                     |          | DRIVE    | (Month/Day/Year)<br>06/13/2008  | X Director 10% Owner Officer (give title below) Other (specify below)                                 |
|   | (Street) |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>X Form filed by One Reporting Person |
| BIRMINGHAM, AL 35242  |          |          |   | Form filed by More than One Reporting Person  |

| (City)                               | (State)                              | (Zip) Tabl  | e I - Non-D                            | Derivative                             | Secui                        | rities Acqu  | ired, Disposed of  | , or Beneficiall   | y Owned   |
|--------------------------------------|--------------------------------------|---|--|--|------------------------------|--------------|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securi<br>on(A) or Do<br>(Instr. 3, | ispose<br>4 and<br>(A)<br>or | d of (D)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common<br>Stock                      | 06/13/2008                           |   | P                                      | 400                                    | A                            | \$<br>68.806 | 5,900  | D  |   |
| Common<br>Stock                      | 06/13/2008                           |   | P                                      | 300                                    | A                            | \$<br>68.808 | 6,200  | D  |   |
| Common<br>Stock                      | 06/13/2008                           |   | P                                      | 400                                    | A                            | \$<br>68.818 | 6,600  | D  |   |
| Common                               | 06/13/2008                           |   | P                                      | 100                                    | A                            | \$<br>69.924 | 6,700  | D  |   |

68.834

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

Stock

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

#### Edgar Filing: Vulcan Materials CO - Form 4

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# 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 Exerc | cisable and | 7. Titl | e and                                  | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|---------|--|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate         | Amou    | nt of                                  | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)       | Under   | lying                                  | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |             | Securi  | ties                                   | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |             | (Instr. | 3 and 4)                               |             | Owne   |
|             | Security    |                     |                    |            | Acquired   |               |             |         |  |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |             |         |  |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |             |         |  |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |             |         |  |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |             |         |  |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |             |         |  |             |        |
|             |             |                     |                    |            |            |               |             |         | Amaunt                                 |             |        |
|             |             |                     |                    |            |            |               |             |         |  |             |        |
|             |             |                     |                    |            |            | Date          | Expiration  |         |  |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date        |         |  |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |             |         |  |             |        |
|             |             |                     |                    | Code V     | 4, and 5)  |               | •           | Title   | Amount<br>or<br>Number<br>of<br>Shares |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |

TROSINO VINCENT J
1200 URBAN CENTER DRIVE X
BIRMINGHAM, AL 35242

## **Signatures**

By: Amy M. Tucker, Attorney-in-Fact 06/16/2008

\*\*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).

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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