Vulcan Materials CO Form 4 July 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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0.5

January 31, Expires:

OMB APPROVAL

2005 Estimated average

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

obligations

1(b).

Check this box

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

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEPHERD DANNY R

1200 URBAN CENTER DRIVE

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Vulcan Materials CO [VMC]

(Check all applicable)

(Last)

1. Title of

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title

(Month/Day/Year)

below)

Other (specify

Ownership

(Instr. 4)

07/07/2008

SVP, CMG-East

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Person

BIRMINGHAM, AL 35242

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

(A)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial

Owned

Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

Following Reported 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 (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)

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8 Derivative Security Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date Underlying Securities** (Instr. 3) or Exercise Code Derivative (Month/Day/Year) (Instr. 3 and 4) any

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	Instr. 8) Securitic Acquire (A) or Dispose of (D) (Instr. 3, and 5)		red sed 3, 4,				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	07/07/2008		A		137		(2)	(2)	Common Stock	137

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHEPHERD DANNY R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242

SVP, CMG-East

Signatures

By: Amy M. Tucker, Attorney-in-Fact

07/09/2008

**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) 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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