

KHAN EJAZ A

Form 4

November 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KHAN EJAZ A

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Vulcan Materials CO [VMC]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP, Controller & CIO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock				(A) or (D)	3,349	D	
Common Stock (401k)				(A) or (D)	14,813 ⁽¹⁾	D	
Common Stock (Restricted Stock Units)				(A) or (D)	8,630 ⁽¹⁾	D	

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**

SEC 1474
(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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock (Deferred Compensation)	<u>(2)</u>	11/21/2008		I		7,906 <u>(3)</u>		<u>(4)</u>	<u>(4)</u>	Common Stock
Performance Share Units	\$ 0 <u>(5)</u>							12/31/2009 <u>(5)</u>	<u>(5)</u>	Common Stock
Performance Share Units	\$ 0 <u>(5)</u>							12/31/2010 <u>(5)</u>	<u>(5)</u>	Common Stock
Phantom Stock (Deferred Comp DSUs/PSUs) <u>(6)</u>	\$ 0							<u>(7)</u>	<u>(7)</u>	Common Stock
Stock Appreciation Right	\$ 109.2							02/08/2008	02/08/2017	Common Stock
Stock Appreciation Right	\$ 70.69							02/07/2009	02/07/2018	Common Stock
Stock Options (Right to Buy)	\$ 45.17							02/11/2000 <u>(8)</u>	02/11/2009	Common Stock
Stock Options (Right to Buy)	\$ 42.34							02/10/2001 <u>(8)</u>	02/10/2010	Common Stock
Stock Options (Right to Buy)	\$ 44.9							02/09/2002 <u>(8)</u>	02/09/2011	Common Stock
Stock Options (Right to Buy)	\$ 45.95							02/07/2003 <u>(8)</u>	02/07/2012	Common Stock
Stock Options (Right to Buy)	\$ 31.47							01/01/2004 <u>(9)</u>	02/13/2013	Common Stock

Stock Options (Right to Buy)	\$ 46.76	01/01/2005 ⁽⁹⁾	02/12/2014	Common Stock
Stock Options (Right to Buy)	\$ 57.1	12/31/2005 ⁽⁹⁾	02/10/2015	Common Stock
Stock Options (Right to Buy)	\$ 68.63	12/08/2005 ⁽¹⁰⁾	12/08/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHAN EJAZ A 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			VP, Controller & CIO	

Signatures

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

11/25/2008

__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) Shares now being reported separately from Common Stock. Shares of various types were previously grouped together under the security titled Common Stock.
- (2) Convertible on a 1-for-1 basis.
- (3) Shares acquired under Vulcan Materials Company's Executive Deferred Compensation Plan since the date of the reporting person's last ownership report.
- (4) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.
- (5) Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.
- (6) Represents time-based restricted stock units ('RSUs') reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.
- (7) The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.
- (8) The option vests over five years in 20% increments each year on the anniversary of the grant date.
- (9) The option vests over five years in 20% increments each year on December 31 following the grant date.
- (10) The option is fully vested as of the grant date, however, the sale of underlying shares is restricted until January 1, 2009.

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.