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Vulcan Mat	erials CO								
Form 4									
February 11							0145.4		
FORM	14 united	STATES	SECU	DITIES /	ND EYCHANG	GE COMMISSION	NT.	PPROVAL	
	UNITED	SIAILS			, D.C. 20549		Number:	3235-0287	
Check t				NGES IN BENEFICIAL OWNERSHIP OF			Expires:	January 31,	
if no lor subject		MENT O	F CHAI					2005	
Section				SECU	RITIES		Estimated average burden hours per		
Form 4 Form 5			~ .		~		response		
obligati	^					hange Act of 1934,			
may cor	itinue.			•	t Company A	ct of 1935 or Section	on		
<i>See</i> Inst 1(b).	ruction	50(II)	of the f	nvestnen	Company Act of	11740			
-(-).									
(Print or Type	Responses)								
1 1 1		D *							
I. Name and KHAN EJA	Address of Reporting	g Person _		I		5. Relationship of Issuer	Relationship of Reporting Person(s) to uer		
IXIII XI (LJI			Symbol Vulcar	01					
		AC1 11 \	Vulcan Materials CO [VMC]			(Check all applicable)			
(Last)	(First)	(Middle)		of Earliest T Day/Year)	ransaction	Director	100	% Owner	
1200 URB.	AN CENTER DF	RIVE	02/07/2	•		X Officer (given the second seco	X Officer (give title Other (specif		
						below) VP.	below) Controller & Cl	below) ontroller & CIO	
(Street) 4 If									
			onth/Day/Yea	-		6. Individual or Joint/Group Filing(Check Applicable Line)			
					-,	_X_ Form filed by			
BIRMING	HAM, AL 35242					Person	More than One R	eporting	
(City)	(State)	(Zip)	Tal	ole I - Non-l	Derivative Securitie	s Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date			3.	4. Securities	5. Amount of	6. Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership	
Security	(Month/Day/Year)			Transactio Code	nAcquired (A) or Disposed of (D)	Securities Beneficially			
(Instr. 3)				(Instr. 8)	(Instr. 3, 4 and 5)	Owned	(I) of multeet		
			. ,			Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported Transaction(s)			
				Code V	or Amount (D) Pri	(Instr. 3 and 4)			
				Coue V	Amount (D) III				

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. Number of	6. Date Exercisable and	7. Title and A
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Se
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired Disposed (Instr. 3, 5)	d of (D)			
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	<u>(1)</u> <u>(2)</u>	02/07/2008		М		1,700	12/31/2007 <u>(1)</u>	<u>(1)</u>	Common Stock
Performance Share Units	<u>(1)</u>	02/07/2008		А	1,450		12/31/2010 <u>(1)</u>	<u>(1)</u>	Common Stock
Phantom Stock (Deferred Comp DSUs/PSUs) (3)	<u>(4)</u>	02/07/2008		М	3,186		<u>(5)</u>	(5)	Common Stock
Stock Appreciation Right	\$ 70.69	02/07/2008		А	5,650		02/07/2009	02/07/2018	Common Stock

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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		02/11/2008				

**Signature of Reporting Person

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).

Date

- Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation
 (1) 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.
- (2) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.
- (3) 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.
- (4) Convertible on a 1-for-1 basis.

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(5) The units are to be settled in Vulcan common stock the year following the year of 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.