## Edgar Filing: FARMER PHILLIP W - Form 4

Juny 2000       OMB APPROVAL         FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB APPROVAL         OMB APPROVAL       OMB without to section 16.       OMB APPROVAL         Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIPOT Section 16.       Statement of the section 16 (a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1940       Statement of the section 17(a) of the Public Utility Holding Company Act of 1940         (Prim of Type Response)       1. Name and Address of Reporting Person <sup>2</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Prim or Type Response)       1. Saure of Earliest Transaction (Month/Day/Year)       Check all applicable)         1. Name and Address of Reporting Person <sup>2</sup> 2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         1200 URBAN CENTER DRIVE       07/29/2008	FARMER P Form 4 July 31, 200								
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2006 Estimated average presponse         Form 4 or Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol Vulcan Materials CO [VMC]       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director Holding (give tile)       10% Owner Holding (give tile)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line)       -X_Form filed by More Reporting Person Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       -X_Form filed by More Reporting Person Person       6. Ownership 7. Nature of Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)       6. Ownership 7. Nature of TransactionAcquired (A) or Security       6. Ownership 7. Nature of Code Disposed of (D) Beneficially (D) or Indinect Beneficially (Month/Day/Year)       5. A	FORM	<b>14</b> UNITED				COMMISSION	N OMB	3235-0287	
1. Name and Address of Reporting Person.       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         1200 URBAN CENTER DRIVE       07/29/2008       ————————————————————————————————————	if no lon subject t Section Form 4 e Form 5 obligatio may con <i>See</i> Instr	nger to 16. or Filed pur <sup>Dns</sup> Section 17(	rsuant to Sectio (a) of the Public	SECURITI n 16(a) of the Se tutility Holding	<b>ES</b> ecurities Exchan g Company Act	nge Act of 1934, of 1935 or Sectio	Estimated burden hou response	2005 average urs per	
Issuer         Issuer         Issuer         Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)         (200 URBAN CENTER DRIVE       (Month/Day/Year) $-X_{-Director}$ $-M_{-Director}$ <	(Print or Type	Responses)							
(Last)       (First)       (Middle)       3. Date of Earliest Transaction         1200 URBAN CENTER DRIVE       (Month/Day/Year)       -X			Symb	ol	-	Issuer			
Filed(Month/Day/Year)       Applicable Line)         Applicable Line)         .X_Form filed by One Reporting Person	, ,		(Mon	th/Day/Year)	ction	X_ Director 10% Owner Officer (give title Other (specify			
(City)       (State)       (Zip)       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.       4. Securities TransactionAcquired (A) or Code       5. Amount of Beneficially (Instr. 8)       6. Ownership Form: Direct (D) or Indirect       7. Nature of Beneficially (D) or Undirect         (Instr. 3)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned or Code       (I)       Ownership Following (Instr. 4)       6. Ownership Form: Direct (D) or Indirect       8eneficially Ownership (Instr. 4)         Reminder: Report on a separate line for each class of securities beneficially information contained in this form are not required to respond unless the form displays a currently valid OMB control       SEC 1474 (9-02)	BIRMING				riginal	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
1.Title of Security (Instr. 3)       2. Transaction Date (Month/Day/Year)       2A. Deemed Execution Date, if any (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       any (Month/Day/Year)       3.       4. Securities Code       5. Amount of Securities       6. Ownership Form: Direct       7. Nature of Indirect         (Instr. 3)       any (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       (I)       Ownership Following (Instr. 4)         (A)       or Code       V       Amount       (D)       Price       (Instr. 4)       (Instr. 4)         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       SEC 1474 (9-02)			(Zip)		<i></i>		e D e''		
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	1.Title of Security	2. Transaction Date	2A. Deemed Execution Date, any	3. 4. So f TransactionAcq Code Disp r) (Instr. 8) (Inst	ecurities juired (A) or posed of (D) tr. 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
	Reminder: Re	port on a separate line	e for each class of	securities beneficiall P in ra d	ly owned directly o Persons who res nformation cont equired to respo lisplays a curren	pond to the colle ained in this form and unless the for	i are not rm		

(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	e		(Ir

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Deferred Compensation)	<u>(1)</u>	07/29/2008		A <u>(2)</u>		26		(3)	<u>(3)</u>	Common Stock	26	\$

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
I Sector and the sector	Director	Officer	Other				
FARMER PHILLIP W 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х						
Signatures							
By: Amy M. Tucker, Attorney-in-Fact		07/31/2008					
**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.