

Vulcan Materials CO
Form 4
August 25, 2016

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)
08/23/2016

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/23/2016		M	8,570 A	\$ 109.2 31,128 ⁽¹⁾	D	
Common Stock	08/23/2016		F ⁽²⁾	8,200 D	\$ 118.91 22,928	D	
Common Stock (401(k))					19,874.6622	D	

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

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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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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 Amount Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Appreciation Right	\$ 109.2	08/23/2016		M	8,570	02/08/2008	02/18/2017	Common Stock	
Performance Share Units	(3)					12/31/2016	(3)	Common Stock	
Performance Share Units	(4)					12/31/2017	(4)	Common Stock	
Performance Share Units	(5)					12/31/2018	(5)	Common Stock	
Performance Share Units	(6)					12/31/2019	(6)	Common Stock	
Stock Appreciation Right	\$ 43.05					02/11/2011	02/11/2020	Common Stock	
Stock Appreciation Right	\$ 43.63					03/01/2012	03/01/2021	Common Stock	
Stock Appreciation Right	\$ 47.47					02/12/2010	02/12/2019	Common Stock	1
Stock Appreciation Right	\$ 55.41					02/07/2014	02/07/2023	Common Stock	
Stock Appreciation Right	\$ 66					02/13/2015	02/13/2024	Common Stock	
Stock Appreciation Right	\$ 70.69					02/07/2009	02/07/2018	Common Stock	

Stock Appreciation Right	\$ 79.41	02/12/2016	02/12/2025	Common Stock
Stock Appreciation Right	\$ 92.02	02/12/2017	02/12/2026	Common Stock
Phantom Stock (Deferred Compensation)	(7)	(7)	(7)	Common Stock
Phantom Stock (Deferred Comp DSUs/PSUs)	(9)	(9)	(9)	Common Stock 10,

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

/s/ Jerry F. Perkins Jr.,
Attorney-in-Fact 08/25/2016

__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) Includes 15,209 shares held jointly by the reporting person and his spouse in joint brokerage accounts.
- (2) Represents shares sold (for tax-withholding purposes and to cover the cost of the options) pursuant to the exercise of Stock-Only Stock Appreciation Rights previously granted.

- (3) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2013 and ends on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. 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.

- (4) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2014 and ends on December 31, 2017. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. 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.

- (5) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2015 and ends on December 31, 2018. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. 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.

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Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2016 and ends on December 31, 2019. At the end of the Performance Period, the Compensation Committee determines the

(6) payment amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. 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.

Each share of phantom stock is the economic equivalent of one share of Vulcan common stock. Shares of phantom stock are payable in

(7) cash following the reporting person's termination of employment with Vulcan and may be transferred into an alternative investment account at any time.

(8) Amount reflects an exempt transaction that occurred since the reporting person's prior Form 4.

(9) The units are to be settled in Vulcan common stock 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.

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