

Vulcan Materials CO  
Form 8-K  
March 30, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 30, 2015**

**VULCAN MATERIALS COMPANY**

**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or other jurisdiction**

**of incorporation)**

**001-33841**  
**(Commission**

**File Number)**  
**1200 Urban Center Drive**

**20-8579133**  
**(IRS Employer**

**Identification No.)**

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**Birmingham, Alabama 35242**

**(Address of principal executive offices) (zip code)**

**(205) 298-3000**

**Registrant's telephone number, including area code:**

**Not Applicable**

**(Former name or former address if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 30, 2015, Danny R. Shepherd, Vice Chairman of Vulcan Materials Company (the Company) retired from such position with the Company effective April 1, 2015. Also on March 30, 2015, the Company entered into a consulting agreement with Mr. Shepherd in connection with his retirement. Under the agreement, which has a term of two years commencing April 1, 2015, Mr. Shepherd will receive: (i) \$20,000 per month to provide consulting services to the Company; and (ii) at the time such payments are typically made in 2016, a pro rata payment for his participation in the Company's Management Incentive Plan in 2015. Mr. Shepherd's consulting services are also subject to various restrictive covenants, including those related to confidentiality, non-competition and non-solicitation.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

No.	Description
99.1	Press release dated March 30, 2015 announcing retirement of Danny Shepherd

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Vulcan Materials Company**

Date: March 30, 2015

By: /s/ Michael R. Mills

Name: Michael R. Mills

Title: Sr. Vice President and General Counsel