

KHAN EJAZ A  
Form 4  
November 25, 2008

**FORM 4**

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

OMB APPROVAL

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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

(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)  
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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,349	D	
Common Stock (401k)					14,813 <sup>(1)</sup>	D	
Common Stock (Restricted Stock Units)					8,630 <sup>(1)</sup>	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**

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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 Underlying Security (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

