McPherson John R Form 4 June 11, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 4 or
Form 5
obligations
may continue.

See Instruction

Solution 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person **
McPherson John R

(Middle)

2. Issuer Name **and** Ticker or Trading Symbol

Vulcan Materials CO [VMC]

3. Date of Earliest Transaction (Month/Day/Year)

Filed(Month/Day/Year)

06/07/2018

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

1200 URBAN CENTER DRIVE

(Street)

(First)

4. If Amendment, Date Original

e Original

____ Director ____ 10% Owner ____ Officer (give title ____ Other (specify below)

Exec VP & CF & Strategy

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

BIRMINGHAM, AL 35242

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Securi	ities Acqui	red, Disposed of,	or Beneficiall	y 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 Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Insti. 1)	
Common Stock	06/07/2018		M(1)	50,000	A	\$ 29.05	102,610	D	
Common Stock	06/07/2018		F(2)	28,382	D	\$ 130.23	74,228	D	
Common Stock	06/11/2018		S(1)	21,618	D	\$ 130.37 (3)	52,610	D	
Common Stock (401k)							9,528.12	D	

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

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SEC 1474 (9-02)

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 ionDerivative 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 Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Appreciation	\$ 29.05	06/07/2018		M <u>(1)</u>		50,000	<u>(4)</u>	11/09/2021	Common Stock	305,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McPherson John R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242

Exec VP & CF & Strategy

Signatures

Right

/s/ C. Samuel Todd, Attorney-in-Fact

06/11/2018

**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) The transactions reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2018.
- (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) Shares were sold on June 11, 2018 at prices ranging from \$130.00 to \$130.82 per share, with an average price of \$130.37. Full information regarding the number of shares sold at each separate price will be provided upon request.
- (4) SOSAR grant vested 40% on December 31, 2011. The remaining 60% vested 1/35th per month beginning on January 9, 2012 until November 9, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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