

Vulcan Materials CO  
Form FWP  
June 17, 2008

Term Sheet

Filed Pursuant to Rule 433  
Registration No. 333-147796  
June 17, 2008

**Vulcan Materials Company**  
6.300% Notes due June 15, 2013

<b>Issuer:</b>	Vulcan Materials Company
<b>Note Type:</b>	Senior Unsecured Notes
<b>Ratings:</b>	A3 / A- (Negative Outlook/Stable)
<b>Type of Offering:</b>	SEC Registered
<i>Final Terms</i>	
<b>Principal Amount:</b>	\$250,000,000
<b>Benchmark:</b>	3.500% due May 31, 2013
<b>Benchmark Yield:</b>	3.648%
<b>Re-offer Spread:</b>	+270bps
<b>Re-offer Yield:</b>	6.348%
<b>Coupon:</b>	6.300%
<b>Price to Public:</b>	99.799%
<b>Coupon Dates:</b>	June 15 and December 15
<b>First Coupon Date:</b>	December 15, 2008
<b>Trade Date:</b>	June 17, 2008
<b>Settlement Date:</b>	June 20, 2008 (T+3)
<b>Maturity Date:</b>	June 15, 2013
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 45 bps
<b>CUSIP:</b>	929160AJ8
<b>ISIN:</b>	US929160AJ88



**Bookrunners:**

Banc of America Securities LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Wachovia Capital Markets, LLC

**Co-Managers:**

Morgan Keegan & Company, Inc.  
UBS Securities LLC  
Citigroup Global Markets Inc.  
Mizuho Securities USA Inc.  
Fifth Third Securities, Inc.  
The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents incorporated by reference in the registration statement and filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC toll-free at 1-800-294-1322 or Goldman, Sachs & Co. toll-free at 1-866-471-2526. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

Term Sheet

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Registration No. 333-147796  
June 17, 2008

**Vulcan Materials Company**  
7.000% Notes due June 15, 2018

<b>Issuer:</b>	Vulcan Materials Company
<b>Note Type:</b>	Senior Unsecured Notes
<b>Ratings:</b>	A3 / A- (Negative Outlook/Stable)
<b>Type of Offering:</b>	SEC Registered
<b><i>Final Terms</i></b>	
<b>Principal Amount:</b>	\$400,000,000
<b>Benchmark:</b>	3.875% due May 15, 2018
<b>Benchmark Yield:</b>	4.215%
<b>Re-offer Spread:</b>	+280bps
<b>Re-offer Yield:</b>	7.015%
<b>Coupon:</b>	7.000%
<b>Price to Public:</b>	99.895%
<b>Coupon Dates:</b>	June 15 and December 15
<b>First Coupon Date:</b>	December 15, 2008
<b>Trade Date:</b>	June 17, 2008
<b>Settlement Date:</b>	June 20, 2008 (T+3)
<b>Maturity Date:</b>	June 15, 2018
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 45 bps
<b>CUSIP:</b>	929160AK5
<b>ISIN:</b>	US929160AK51

**Bookrunners:**

Banc of America Securities LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Wachovia Capital Markets, LLC

**Co-Managers:**

Morgan Keegan & Company, Inc.  
UBS Securities LLC  
Citigroup Global Markets Inc.  
Mizuho Securities USA Inc.  
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