

Vulcan Materials CO  
Form 4  
February 27, 2008

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCGREGOR DOUGLAS J

(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)  
02/25/2008

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)

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<br>Security<br>(Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                                |                                         |                                                             |                                      |                                                                            | 1,350                                                                                                              | I                                                                    | By Trust                                                          |
| Common<br>Stock<br>(Deferred<br>Stock Units)   |                                         |                                                             |                                      |                                                                            | 2,050.785 <sup>(1)</sup>                                                                                           | D                                                                    |                                                                   |
| Common<br>Stock<br>(Restricted<br>Stock Units) |                                         |                                                             |                                      |                                                                            | 7,228.37 <sup>(1)</sup>                                                                                            | D                                                                    |                                                                   |

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<br>Derivative Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|--------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                  |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Phantom Stock<br>(Deferred<br>Compensation)      | <u>(2)</u>                                                         | 02/25/2008                              |                                                             | A <u>(3)</u>                         |                                                                                                              | 21.149                                                         |     | <u>(4)</u>                                                          | <u>(4)</u>         | Common<br>Stock | 21.149                              |
| Phantom Stock<br>(Deferred Stock<br>Units)       | \$ 0 <u>(2)</u>                                                    |                                         |                                                             |                                      |                                                                                                              |                                                                |     | <u>(5)</u>                                                          | <u>(5)</u>         | Common<br>Stock | 2,048                               |

## Reporting Owners

| Reporting Owner Name / Address                                        | Relationships |           |         |       |
|-----------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                       | Director      | 10% Owner | Officer | Other |
| MCGREGOR DOUGLAS J<br>1200 URBAN CENTER DRIVE<br>BIRMINGHAM, AL 35242 |               | X         |         |       |

## Signatures

By: Amy M. Tucker,  
Attorney-in-Fact

02/27/2008

                    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) Shares now being reported separately from Common Stock. Shares of various types were previously grouped together under the security titled Common Stock.
- (2) Convertible on a 1-for-1 basis.
- (3) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.

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- (4) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.
- Deferred Stock Units vest on June 1, following a three-year award period. Vested shares will be delivered to the reporting person on the last business day of March following the year in which the reporting person ceases to be a member of the Board of Directors, unless the
- (5) reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan. The fair market value of the award is not determinable until the payment date.
- (6) Deferred Stock Unit balances were previously separated according to award year and are now being grouped together for ease of reference.

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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