

Vulcan Materials CO
 Form 4
 May 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
BAKER JOHN D II

(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)
 05/08/2008

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 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/08/2008 | | P | 10,000 A \$ 64.96 | 33,106 | D | |
| Common Stock | | | | | 3,306 | I | By 401(k) |
| Common Stock | | | | | 2,758,037 | I | By Baker Holdings, L.P. (1) |
| Common Stock | | | | | 311,856 | I | By Crusher Run Partners, LP (2) |

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| | | | | |
|--------------|--|---------|---|---|
| Common Stock | | 14,451 | I | By Cynthia L. Baker Trust ⁽³⁾ |
| Common Stock | | 8,730 | I | By Edward L. Baker II Irrevocable Trust ⁽⁴⁾ |
| Common Stock | | 15,606 | I | By John D. Baker II Irrevocable Trust #1 ⁽⁵⁾ |
| Common Stock | | 7,634 | I | By John D. Baker II Irrevocable Trust #2 ⁽⁶⁾ |
| Common Stock | | 431,117 | I | By John D. Baker II Living Trust ⁽⁷⁾ |
| Common Stock | | 15,420 | I | By John D. Baker III Irrevocable Trust ⁽⁸⁾ |
| Common Stock | | 182 | I | By Spouse of John D. Baker II ⁽⁹⁾ |
| Common Stock | | 15,420 | I | By Susan Anne Baker Irrevocable Trust ⁽¹⁰⁾ |
| Common Stock | | 16,180 | I | By Wife's Living Trust |

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (I) |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|------------|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|------------|

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- (9) Shares are held by the reporting person's wife, Anne Doris Baker.
- (10) Shares held by Susan Anne Baker Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's daughter, Susan Anne Baker. The reporting person disclaims beneficial interest in these shares.
- (11) Convertible on a 1-for-1 basis.
- (12) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (13) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

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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