

Vulcan Materials CO
 Form 4/A
 May 14, 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 *
BAKER JOHN D II

2. Issuer Name and Ticker or Trading Symbol
Vulcan Materials CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1200 URBAN CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2008

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

BIRMINGHAM, AL 35242

4. If Amendment, Date Original Filed (Month/Day/Year)
 05/12/2008

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 |
| Common Stock | | | | | 23,106 | D | |
| Common Stock | | | | | 3,306 | I | |
| Common Stock | | | | | 2,758,037 | I | |
| Common | | | | | 311,856 | I | |

By John D. Baker II
 GRAT (2)

By 401(k)

By Baker Holdings, L.P. (3)

By Crusher

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| | | | | |
|--------------|---------|---|--|---|
| Stock | | | | Run Partners, LP <u>(4)</u> |
| Common Stock | 14,451 | I | | By Cynthia L. Baker Trust <u>(5)</u> |
| Common Stock | 8,730 | I | | By Edward L. Baker II Irrevocable Trust <u>(6)</u> |
| Common Stock | 15,606 | I | | By John D. Baker II Irrevocable Trust #1 <u>(7)</u> |
| Common Stock | 7,634 | I | | By John D. Baker II Irrevocable Trust #2 <u>(8)</u> |
| Common Stock | 431,117 | I | | By John D. Baker II Living Trust <u>(9)</u> |
| Common Stock | 15,420 | I | | By John D. Baker III Irrevocable Trust <u>(10)</u> |
| Common Stock | 182 | I | | By Spouse of John D. Baker II <u>(11)</u> |
| Common Stock | 15,420 | I | | By Susan Anne Baker Irrevocable Trust <u>(12)</u> |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock (Deferred Compensation) | <u>(13)</u> | 05/09/2008 | | <u>A</u> ⁽¹⁴⁾ | 73 | <u>(15)</u> | <u>(15)</u> | Common Stock | 73 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAKER JOHN D II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | | X | | |

Signatures

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

05/14/2008

**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) The purchase of 10,000 shares reported on Form 4 filed May 12, 2008 was not made individually but by the GRAT as described in footnote (2).
- (2) Shares held by separate trust created under the John D. Baker II Grantor Retained Annuity Trust (GRAT), U/A/D June 30, 2007, of which Mr. Baker is a trustee.
- (3) Shares held by Baker Holdings, L.P. The reporting person shares voting and dispositive power over all the shares held by Baker Holdings, L.P. and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
- (4) Shares held by the Crusher Run Partners, LP Charitable Remainder Unitrust. This trust is administered by John D. Baker II as trustee. The reporting person disclaims beneficial interest in the contributed shares, except to the extent of his pecuniary interest therein.
- (5) Shares held by separate trust created under the Cynthia L. Baker Trust, U/A/D April 30, 1965, of which the reporting person is a trustee and an income beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (6) Shares held by Edward L. Baker II Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims beneficial interest in these shares.

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- (7) Shares held by John D. Baker II Irrevocable Trust #1. This trust is administered by an independent trustee and is for the benefit of the reporting person's spouse and children. The reporting person disclaims any beneficial interest in these shares.
- (8) Shares held by John D. Baker Irrevocable Trust #2. This trust is administered by an independent trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims any beneficial interest in these shares.
- (9) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
- (10) Shares held by John D. Baker III Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, John D. Baker III. The reporting person disclaims beneficial interest in these shares.
- (11) Shares are held by the reporting person's wife, Anne Doris Baker.
- (12) 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.
- (13) Convertible on a 1-for-1 basis.
- (14) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (15) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.