## Edgar Filing: Vulcan Materials CO - Form 4

Vulcan Materials Form 4 February 11, 2003										
FORM 4	- NT	OMB APPROVAL								
	UNITED	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. <i>See</i> Instruction 1(b).	STATEM Filed pur Section 17(	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 Respon	nses)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol Vulcan Materials CO [VMC]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 1200 URBAN CENTER DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/07/2008			(Check all applicable)				
						X Director Officer (giv below)		% Owner her (specify		
Filed				endment, Date nth/Day/Year)	Original	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
BIRMINGHAM						Person				
(City) (	(State)	(Zip)	Tab	le I - Non-Der	ivative Securities A	cquired, Disposed	of, or Beneficia	ally Owned		
	ansaction Date hth/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	TransactionA Code D	(A) or	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)		
Reminder: Report on	n a separate line	for each cla	uss of secu	urities benefici		-				
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.						n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

	Derivative Security			Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/07/2008	A <u>(2)</u>		42.182		(3)	(3)	Common Stock	42.1
Phantom Stock (Deferred Compensation)	<u>(1)</u>	02/08/2008	A <u>(2)</u>		228.857		(3)	(3)	Common Stock	228.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FRANKLIN H ALLEN 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Х							
Signatures								
By: Amy M. Tucker, Attorney-in-Fact		02/11/2008						

\*\*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) Convertible on a 1-for-1 basis.
- (2) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (3) 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.