Vulcan Materials CO Form 4/A May 14, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Issuer

0.5

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

2. Issuer Name and Ticker or Trading

Symbol

See Instruction 1(b).

may continue.

(Print or Type Responses)

BAKER JOHN D II

1. Name and Address of Reporting Person *

	Vulcan Materials CO [VMC]					(Check all applicable)					
(Last) (First) (Middle) 1200 URBAN CENTER DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/08/2008					_X_ Director 10% Owner Officer (give title Other (specify below) below)			
BIRMING	4. If Amendment, Date Original Filed(Month/Day/Year) 05/12/2008					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	y) (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)	Execution any	1			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)			
Common Stock	05/08/2008			P	10,000	A	\$ 64.96	10,000	I (1)	By John D. Baker II GRAT (2)	
Common Stock								23,106	D		
Common Stock								3,306	I	By 401(k)	
Common Stock								2,758,037	I	By Baker Holdings, L.P. (3)	
Common								311,856	I	By Crusher	

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Stock			Run Partners, LP
Common Stock	14,451	I	By Cynthia L. Baker Trust (5)
Common Stock	8,730	I	By Edward L. Baker II Irrevocable Trust (6)
Common Stock	15,606	I	By John D. Baker II Irrevocable Trust #1 (7)
Common Stock	7,634	I	By John D. Baker II Irrevocable Trust #2 (8)
Common Stock	431,117	I	By John D. Baker II Living Trust
Common Stock	15,420	I	By John D. Baker III Irrevocable Trust (10)
Common Stock	182	I	By Spouse of John D. Baker II (11)
Common Stock	15,420	I	By Susan Anne Baker Irrevocable Trust (12)
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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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		on Date 3A. Deemed //Year) Execution Date, if any (Month/Day/Year)	4. 5. TransactionNumber Code of (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 D S (I	
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock (Deferred Compensation)	(13)	05/09/2008		A(14)		73	(15)	(15)	Common Stock	73	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAKER JOHN D II 1200 URBAN CENTER DRIVE X BIRMINGHAM, AL 35242

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.
- 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.
- 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.

Reporting Owners 3

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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.
- 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.