

Vulcan Materials CO  
 Form 4  
 May 12, 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)

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

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

BIRMINGHAM, AL 35242

(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	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 <sup>(3)</sup>
Common Stock		8,730	I	By Edward L. Baker II Irrevocable Trust <sup>(4)</sup>
Common Stock		15,606	I	By John D. Baker II Irrevocable Trust #1 <sup>(5)</sup>
Common Stock		7,634	I	By John D. Baker II Irrevocable Trust #2 <sup>(6)</sup>
Common Stock		431,117	I	By John D. Baker II Living Trust <sup>(7)</sup>
Common Stock		15,420	I	By John D. Baker III Irrevocable Trust <sup>(8)</sup>
Common Stock		182	I	By Spouse of John D. Baker II <sup>(9)</sup>
Common Stock		15,420	I	By Susan Anne Baker Irrevocable Trust <sup>(10)</sup>
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)

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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