

Vulcan Materials CO  
Form 8-K  
June 04, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 1, 2012**

**VULCAN MATERIALS COMPANY**

(Exact name of registrant as specified in its charter)

**New Jersey**  
(State or other jurisdiction  
of incorporation)

**001-33841**  
(Commission File Number)

**20-8579133**  
(IRS Employer Identification No.)

**1200 Urban Center Drive**  
**Birmingham, Alabama 35242**  
(Address of principal executive offices) (zip code)

**(205) 298-3000**  
Registrant's telephone number, including area code:

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**Not Applicable**

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of shareholders of Vulcan Materials Company (the Company) was held on June 1, 2012, in Birmingham, Alabama. There were 129,389,563 shares of common stock of the Company eligible to be voted at the Annual Meeting and 108,542,794 shares represented in person or by proxy at the Annual Meeting, which constituted a quorum to conduct business at the meeting.

According to final, certified results provided by IVS Associates, Inc. (IVS), the independent inspector of elections for the 2012 Annual Meeting, shareholders present in person or by proxy voted on each proposal presented as follows (there were no broker non-votes reported):

(1) Election of Four Directors to Vulcan's Board:

| Director           | For        | Withheld   |
|--------------------|------------|------------|
| Phillip W. Farmer  | 82,903,684 | 25,598,382 |
| H. Allen Franklin  | 89,031,013 | 19,471,053 |
| Richard T. O'Brien | 89,560,174 | 18,941,892 |
| Donald B. Rice     | 82,400,566 | 26,101,500 |

(2) Advisory vote on executive compensation (Say on Pay).

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 101,399,930 | 6,378,612 | 723,277     |

(3) Ratification of the appointment of Deloitte & Touche LLP as independent registered public accountants for the fiscal year ending December 31, 2012.

| For         | Against   | Abstentions |
|-------------|-----------|-------------|
| 106,412,466 | 1,810,391 | 319,937     |

(4) The advisory shareholder proposal submitted by United Brotherhood of Carpenters and Joiners of America regarding majority voting for director elections.

| For        | Against    | Abstentions |
|------------|------------|-------------|
| 66,664,416 | 41,045,899 | 791,510     |

(5) The advisory shareholder proposal submitted by Illinois State Board of Investment regarding the declassification of the Company's board of directors.

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| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 79,699,608 | 28,006,831     | 795,382            |

(6) The advisory shareholder proposal submitted by Gerald Armstrong regarding the elimination of super-majority voting.

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 72,580,268 | 35,072,685     | 849,105            |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VULCAN MATERIALS COMPANY**  
(Registrant)

**Dated:** June 1, 2012

By: */s/ Robert A. Wason IV*  
Robert A. Wason IV