

Vulcan Materials CO  
Form DEFA14A  
May 15, 2012

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

VULCAN MATERIALS COMPANY  
(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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  - (3) Filing Party:
  - (4) Date Filed:

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[The following e-mail was sent to Vulcan employees on May 15, 2012]

Enclosed are the announcements made yesterday by Vulcan Materials Company and Martin Marietta Materials, Inc. regarding the Final Order and Judgment entered into by the Delaware Court of Chancery on May 14th and that Court's denial of Martin Marietta's motion for a stay pending appeal.

In addition to acknowledging that it is subject to the Delaware Chancery Court's May 4th ruling and yesterday's Final Order and Judgment, Martin Marietta announced that it is terminating its exchange offer, withdrawing its nominees for election at the Vulcan 2012 annual meeting and terminating its related solicitation of proxies and also stated that any Blue proxy cards and Blue voting instruction forms that were previously circulated and have or may be received will not be effective, will not be voted by Martin Marietta at the Vulcan 2012 annual meeting and will be discarded.

Vulcan's 2012 Annual Meeting of Shareholders is scheduled for June 1, 2012 and, accordingly, employees should sign, date and return a WHITE proxy card or WHITE voting instruction form (or vote by internet or telephone as directed on the WHITE proxy card and instruction form), if they wish to have their shares voted at the 2012 Annual Meeting.

Martin Marietta has filed a notice of appeal with the Delaware Supreme Court, and we will keep you apprised of significant events as they unfold. In the meantime, thank you for your continuing outstanding service to this great company and for your ongoing efforts in driving superior performance and results.

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