Vulcan Materials CO Form 4 May 12, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAKER JOHN D II			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	Vulcan Materials CO [VMC] (Middle) 3. Date of Earliest Transaction		(Check all applicable)			
1200 URBAN CENTER DRIVE			(Month/Day/Year) 05/08/2008	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BIRMINGHAM, AL 35242				Form filed by More than One Reporting Person			

(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. 4. Securities Acquired 5. Amount of 6. Transaction(A) or Disposed of (D) Securities Owned Code (Instr. 3, 4 and 5) Beneficially Form: Owned Direct Following or Index Reported (I) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price	Beneficial t (D) Ownership lirect (Instr. 4)						
Common Stock	05/08/2008		P 10,000 A \$ 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						

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Common Stock	14,451	I	By Cynthia L. Baker Trust (3)				
Common Stock	8,730	I	By Edward L. Baker II Irrevocable Trust (4)				
Common Stock	15,606	I	By John D. Baker II Irrevocable Trust #1 (5)				
Common Stock	7,634	I	By John D. Baker II Irrevocable Trust #2 (6)				
Common Stock	431,117	I	By John D. Baker II Living Trust				
Common Stock	15,420	I	By John D. Baker III Irrevocable Trust (8)				
Common Stock	182	I	By Spouse of John D. Baker II (9)				
Common Stock	15,420	I	By Susan Anne Baker Irrevocable Trust (10)				
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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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 Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. on Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	_
(Instr. 3)	or Exercise	(wonth/bay/ rear)	any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	S
	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	2		(1
	Derivative				Securities			

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Security					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock (Deferred Compensation)	(11)	05/09/2008	A(12)		73		(13)	(13)	Common Stock	73

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BAKER JOHN D II

1200 URBAN CENTER DRIVE X

Signatures

By: Amy M. Tucker, Attorney-in-Fact

BIRMINGHAM, AL 35242

05/12/2008

**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).
- Shares held by Baker Holdings, L.P. The reporting person shares voting and dispositive power over all the shares held by Baker

 (1) Holdings, L.P. and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares.
- (1) 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.
- 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.
- 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.
- (5) 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.
- 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.
- (7) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
- (8) 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.

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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. 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.