

BADGETT GUY M III
Form 4
August 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
BADGETT GUY M III

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)
08/22/2008

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP, Construction Materials

BIRMINGHAM, AL 35242

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

(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	08/22/2008		M	30,225 A \$ 45.17	50,327	D	
Common Stock	08/22/2008		S	30,225 D 45.17	20,102	D	
Common Stock (401k)					8,202 (2)	D	
Common Stock (Restricted Stock Units)					16,864 (2)	D	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security	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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. An or Nu of
Stock Options (Right to Buy)	\$ 45.17	08/22/2008		M	30,225	02/11/2000 ⁽³⁾ 02/11/2009	Common Stock	30
Performance Share Units	\$ 0 ⁽⁴⁾					12/31/2009 ⁽⁴⁾ ⁽⁴⁾	Common Stock	2
Performance Share Units	\$ 0 ⁽⁴⁾					12/31/2010 ⁽⁴⁾ ⁽⁴⁾	Common Stock	3
Phantom Stock (Deferred Comp DSUs/PSUs) ⁽⁵⁾	\$ 0					⁽⁶⁾ ⁽⁶⁾	Common Stock	3
Stock Appreciation Right	\$ 109.2					02/08/2008 02/08/2017	Common Stock	20
Stock Appreciation Right	\$ 70.69					02/07/2009 02/07/2018	Common Stock	14
Stock Options (Right to Buy)	\$ 42.34					02/10/2001 ⁽³⁾ 02/10/2010	Common Stock	30
Stock Options (Right to Buy)	\$ 44.9					02/09/2002 ⁽³⁾ 02/09/2011	Common Stock	30

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determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

- (5) Represents time-based restricted stock units ('RSUs') reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.
- (6) The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.
- (7) The option vests over five years in 20% increments each year on December 31 following the grant date.
- (8) The option is fully vested as of the grant date, however, the sale of underlying shares is restricted until January 1, 2009.

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.