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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Wood Suzanne H

(Virginia)

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)

2/21/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY)


5. Relationship of Reporting Person(s) to Issuer

___ Director __ 10% Owner


\_ Officer (give title below) __ Other (specify below)

SVP & Chief Financial Officer

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)


7. Nature of Indirect Beneficial Ownership (Instr. 4)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Date Acquired</th>
<th>Trans. Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/21/2020</td>
<td>A</td>
<td>6900.00</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Code</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>D</td>
<td>12/31/2022</td>
<td>Common Stock</td>
<td>$0.00</td>
</tr>
<tr>
<td>D</td>
<td>2/21/2023</td>
<td>Common Stock</td>
<td>$0.00</td>
</tr>
<tr>
<td>D</td>
<td>2/21/2030</td>
<td>Common Stock</td>
<td>$0.00</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2020 and ends on December 31, 2022. At the end of the Performance Period, the Compensation Committee determines the payment amount based on (1) Company performance relative to the S&P 500 Index, of which the Company is a member, and (2) the Company's annual average growth rate of Cash Gross Profit per ton versus a pre-determined target. The payment is made 100% in stock on a payment date determined by the Compensation Committee.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of Vulcan Common Stock.

(3) Restricted Stock Units cliff vest on the specified date and are settled in shares of Vulcan Common Stock within 75 days after the applicable vesting date.

(4) Stock Appreciation Right vests in three (3) equal annual installments beginning on this date.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wood Suzanne H</td>
<td>SVP &amp; Chief Financial Officer</td>
</tr>
</tbody>
</table>

Signatures

/s/ Elizabeth H. Townsend, Attorney-In-Fact 2/25/2020

Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.
The undersigned director, officer, and/or shareholder of Vulcan Materials Company, a New Jersey corporation, hereby nominates, constitutes and appoints Denson N. Franklin III, C. Samuel Todd, and Elizabeth H. Townsend, or any of them, the true and lawful attorneys of the undersigned, to prepare, based on information provided by the undersigned, and sign the name of the undersigned to (1) any Form 3 required to be filed with the Securities and Exchange Commission (the "SEC") under the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), for and on behalf of the undersigned and any and all amendments to said report; (2) any Form 4 required to be filed with the SEC under the Exchange Act, for and on behalf of the undersigned and any and all amendments to said reports; and (3) any Form 5 to be filed with the SEC under the Exchange Act, for and on behalf of the undersigned and any and all amendments to said reports.

The undersigned hereby grants to said attorneys full power of substitution, re-substitution, and revocation, all as fully as the undersigned could do if personally present, hereby ratifying all that said attorneys or their substitutes may lawfully do by virtue hereof.

This Power of Attorney shall be effective for so long as the undersigned remains subject to the provisions of Section 16 of the Exchange Act, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney this 2nd day of January, 2020.

/s/
Suzanne H. Wood