**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 -  
KHAN EJAZ A  
1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242

2. Issuer Name and Ticker or Trading Symbol  
Vulcan Materials CO [ VMC ]

3. Date of Earliest Transaction (MM/DD/YYYY)  
2/16/2018

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

   — Director
   — 10% Owner
   X Officer (give title below)
   _ Other (specify below)

   VP, Controller & CIO

6. Individual or Joint/Group Filing  
(Check Applicable Line)

   _ Form filed by One Reporting Person
   ___ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/16/2018</td>
<td>M</td>
<td>4650.00</td>
<td>A</td>
<td>$47.47</td>
<td>39360.00</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/16/2018</td>
<td>F</td>
<td>2983.00</td>
<td>D</td>
<td>$133.47</td>
<td>36386.00</td>
</tr>
<tr>
<td>Common Stock (401k)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Exercisable and Expiration Date</th>
<th>Title Amount or Number of Shares</th>
<th>Ownership Form: Direct (D) or Indirect (I)</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Appreciation Right</td>
<td>2/16/2018</td>
<td>M</td>
<td>4650.00</td>
<td>2/12/2010</td>
<td>Common Stock</td>
<td>4650.00</td>
<td>0.00</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**

1) Represents shares sold (for tax-withholding purposes and to cover the cost of the options) pursuant to the exercise of Stock-Only Stock Appreciation Rights previously granted.

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**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>KHAN EJAZ A</td>
<td>Director</td>
</tr>
<tr>
<td></td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
</tr>
<tr>
<td></td>
<td>Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>VP, Controller &amp; CIO</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

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**Signatures**

C. Samuel Todd, Attorney-in-Fact  
2/20/2018

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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.