**Form 4**

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

   McPherson John R  
   (Last) (First) (Middle)  
   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)

   2/9/2018

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

   __ (Check Applicable Line)

   X Form filed by One Reporting Person

   __ Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to Issuer

   (Check all applicable)

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

   Exec VP & CF & Strategy

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

   Beneficial Ownership (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>1. Title of Security</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/9/2018</td>
<td>M</td>
<td>20000.00</td>
<td>A</td>
<td>$121.47</td>
<td>60269.00</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>2/9/2018</td>
<td>F</td>
<td>7659.00</td>
<td>D</td>
<td>$121.47</td>
<td>52610.00</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock (401k)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>8089.46</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertibles, etc.)**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/9/2018</td>
<td>M</td>
<td>12500.00</td>
<td>12/31/2017</td>
<td>Common Stock</td>
<td>12500.00</td>
<td>$121.47</td>
<td>0.00</td>
<td>D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

(1) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.

(2) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined by the Compensation Committee. Performance Share Units vest at December 31 following a four-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on pre-established performance criteria.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>McPherson John R</td>
<td>Director 10% Owner Officer Other</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td>Exec VP &amp; CF &amp; Strategy</td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

C. Samuel Todd, Attorney-in-Fact  
2/13/2018  
Signature of Reporting Person  
Date

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.