Form 4

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

Franklin Denson N. III
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)

2/21/2020

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

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

X Form filed by One Reporting Person

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

I Indirect Beneficial Ownership (Instr. 4)

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

11. 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 (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code</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>
<th>8. Price of Security</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: 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>2/21/2020</td>
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<tr>
<td>Restricted Stock Units</td>
<td>2/21/2020</td>
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<tr>
<td>Stock Appreciation Right</td>
<td>2/21/2020</td>
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</tbody>
</table>

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

<table>
<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>$3900.00</td>
<td>2/21/2020</td>
<td>D</td>
<td>3900.00</td>
<td>2/21/2021</td>
<td>Common Stock</td>
<td>3900.00</td>
<td>$0.00</td>
<td>3900.00</td>
<td>D</td>
<td></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>Franklin Denson N. III 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242</td>
<td>Director 10% Owner Officer SVP, Gen. Counsel &amp; Secretary</td>
</tr>
</tbody>
</table>

Signatures

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

Signature of Reporting Person Date
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.
POWER OF ATTORNEY
STATE OF ALABAMA
COUNTY OF JEFFERSON

The undersigned director, officer, and/or shareholder of Vulcan Materials Company, a New Jersey corporation, hereby nominates, constitutes and appoints C. Samuel Todd and Elizabeth H. Townsend, or either 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 December, 2019.

/s/ Denson N. Franklin III
Denson N. Franklin III