**Form 4**

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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**
   
   Duke William K  
   
   (Last) (First) (Middle)  
   
   1200 UrbAn CenTer DrIve  
   
   (Street)  
   
   Birmingham, al 35242  
   
   (City) (State) (Zip)

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

3. **Date of Earliest Transaction (MM/DD/YYYY)**
   
   3/1/2017

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

5. **Relationship of Reporting Person(s) to Issuer (Check all applicable)**
   
   [ ] Director  [ ] 10% Owner  
   
   [X] Officer (give title below)  [ ] Other (specify below)
   
   President, Southeast Division

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   
   [X] 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 (Instr. 3)</th>
<th>Trans. Date (MM/DD/YYYY)</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock (401k)</td>
<td>3/1/2017</td>
<td>I</td>
<td>V</td>
<td>4033.9168 (A) or 4033.9168 (D)</td>
<td>11381.4441 (I)</td>
<td>D</td>
<td>V</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>26304.0000</td>
<td>D</td>
<td></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 (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date (MM/DD/YYYY)</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
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**Explanation of Responses:**

(1) Includes 222,3868 shares acquired under Vulcan's 401(k) plan since the date of the reporting person's last ownership report.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Duke William K</td>
<td>Director</td>
</tr>
<tr>
<td></td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
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<tr>
<td>1200 UrbAn CenTer DrIve</td>
<td>President, Southeast Division</td>
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<td>Birmingham, al 35242</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

Jerry F. Perkins Jr., Attorney-in-Fact

*Signature of Reporting Person*  3/3/2017  *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.