# 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

<table>
<thead>
<tr>
<th>Reporting Owner</th>
<th>Issuer Name and Ticker or Trading Symbol</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
</tr>
</thead>
<tbody>
<tr>
<td>McPherson John R</td>
<td>Vulcan Materials CO [ VMC ]</td>
<td>(Check all applicable)</td>
</tr>
</tbody>
</table>

### I. Name and Address of Reporting Person

McPherson John R  
1200 URBAN CENTER DRIVE  
BIRMINGHAM, AL 35242

### II. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [ VMC ]

### III. Date of Earliest Transaction (MM/DD/YYYY)

2/10/2017

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


### V. Relationship of Reporting Person(s) to Issuer

(Blank)

### VI. Individual or Joint/Group Filing

X Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/10/2017</td>
<td>M</td>
<td>A</td>
<td>$120.5000</td>
<td>29659.0000</td>
</tr>
<tr>
<td>Common Stock (401K)</td>
<td>2/10/2017</td>
<td>M</td>
<td>A</td>
<td>$0.0000</td>
<td>D</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td>2/10/2017</td>
<td>810.0000</td>
<td>12/31/2016</td>
<td>12</td>
<td>$120.5000</td>
<td>399.0000</td>
</tr>
<tr>
<td>Performance Share Units</td>
<td>2/10/2017</td>
<td>1570.0000</td>
<td>12/31/2016</td>
<td>12</td>
<td>$399.0000</td>
<td>D</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td>2/10/2017</td>
<td>1570.0000</td>
<td>2/10/2018</td>
<td>2/10/2027</td>
<td>$157.0000</td>
<td>D</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.
(3) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2017, and ends on December 31, 2019. At the end of the Performance Period, the Compensation Committee determines the payment amount based on Company performance relative to the S&P 500 index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>McPherson John R</td>
<td>EVP, Chf Fin &amp; Strategy Ofcr</td>
</tr>
</tbody>
</table>

### Signatures

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

2/14/2017

### OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

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**Instruction 1(b).**

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