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 — PROKOPANKO JAMES T

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

3. Date of Earliest Transaction (MM/DD/YYYY) — 6/15/2017

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

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

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

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Acquired (A) or Disposed of (D) (Instr. 4)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Acquired (A) or Disposed of (D) (Instr. 4)</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Price Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Deemed Exercisable or Issued (I) (Instr. 6)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Number of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

(1) Convertible on a 1-for-1 basis.

(2) Annual deferred stock grant made to the reporting person under the Vulcan Materials Company 2016 Omnibus Long-Term Incentive Plan.

(3) Deferred Stock Units are fully vested as of the grant date. Vested shares will be delivered to the reporting person in the month of April following the year in which the reporting person ceases to be a member of the Board of Directors, unless the reporting person has elected to defer payment of the award, or unless payment is made earlier due to the death or disability of the reporting person or a change in control of Vulcan.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>PROKOPANKO JAMES T</td>
<td>X</td>
</tr>
</tbody>
</table>

Signatures

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

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.