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

Hill J Thomas
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)

2/19/2019

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


5. Relationship of Reporting Person(s) to Issuer

Chairman, President & CEO

X 10% Owner

X Officer (give title below)


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

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

8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)

9. Price of Derivative Security (Instr. 5)

10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)

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

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/19/2019</td>
<td>A</td>
<td>27000.00</td>
<td>$0.00</td>
<td>27000.00</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</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
<th>Price of Derivative Security</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Share Units</td>
<td></td>
<td>2/19/2019</td>
<td>A</td>
<td>27000.00</td>
<td>12/31/2021 (I)</td>
<td>Common Stock</td>
<td>27000.00</td>
<td>$0.00</td>
<td>27000.00</td>
<td>D</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td></td>
<td>2/19/2019</td>
<td>A</td>
<td>9000.00</td>
<td>2/19/2022 (I)</td>
<td>Common Stock</td>
<td>9000.00</td>
<td>$0.00</td>
<td>9000.00</td>
<td>D</td>
</tr>
<tr>
<td>Stock Appreciation Right</td>
<td></td>
<td>2/19/2019</td>
<td>A</td>
<td>26100.00</td>
<td>2/19/2020 (I)</td>
<td>Common Stock</td>
<td>26100.00</td>
<td>$0.00</td>
<td>26100.00</td>
<td>D</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, 2019 and ends on December 31, 2021. 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>Hill J Thomas</td>
<td>X Chairman, President &amp; CEO</td>
</tr>
<tr>
<td>1200 URBAN CENTER DRIVE</td>
<td></td>
</tr>
<tr>
<td>BIRMINGHAM, AL 35242</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

/s/ C. Samuel Todd, Attorney-in-Fact 2/21/2019

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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.
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 Michael R. Mills, Jerry F. Perkins Jr., and C. Samuel Todd, or any 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, resubstitution 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 1st day of November, 2017.

/s/ J. Thomas Hill
J. Thomas Hill