FORM 4

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 
McPherson John R
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)
5/9/2018

4. If Amendment, Date Original Filed

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
X Officer (give title below)
_____ 10% Owner
_____ Other (specify below)
Exec VP & CF & Strategy

6. Individual or Joint/Group Filing
(Instruction applicable line)
X Form filed by One Reporting Person
_ Form filed by More than One Reporting Person

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

1. Title of Security
Common Stock
Common Stock
Common Stock
Common Stock (401k)

2. Trans. Date
5/9/2018
5/9/2018
5/11/2018

3. Trans. Code
2A. Deemed Execution Date, if any

4. Securities Acquired (A) or Disposed of (D)

5. Amount of Securities Beneficially Owned
Following Reported Transaction(s)

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

7. Nature of Indirect Beneficial Ownership
(Instruction 4)

Code
M
F
S
V

Amount
50000.00
28554.00
21446.00
50000.00

Price
$29.05
$126.73
$125.88

Number of Derivative Securities
Beneficially Owned Following Reported
Transaction(s)
102610.00
74056.00
52610.00

Ownership Form of
Derivative Security:
Direct (D) or Indirect
(I) (Instruction
4)

Nature of Indirect
Beneficial Ownership
(Instruction 4)

Explanation of Responses:

(1) The transactions reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2018.

(2) Represents shares sold (for tax-withholding purposes and to cover the cost of the options) pursuant to the exercise of Stock-Only Stock Appreciation Rights previously granted.

(3) Shares were sold on May 11, 2018 at prices ranging from $125.53 to $126.83 per share, with an average price of $125.88. Full information regarding the number of shares sold at each separate price will be provided upon request.

(4) SOSAR grant vested 40% on December 31, 2011. The remaining 60% vested 1/35th per month beginning on January 9, 2012 until November 9, 2014.

5. Name and Address of Reporting Person

6. Individual or Joint/Group Filing

7. Nature of Indirect Beneficial Ownership

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

1. Title of Derivate Security
Stock Appreciation Right

2. Conversion or Exercise Price of Derivative Security
$29.05

3. Trans. Date
5/9/2018

4. Trans. Code
M

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instruction 3 and 4)
50000.00

6. Date Exercisable and Expiration Date
11/9/2021

7. Title and Amount of Securities Underlying Derivative Security (Instruction 3 and 4)
Common Stock 355600.00

8. Price of Derivative Security (Instruction 5)
0.00

9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instruction 4)
305600.00

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instruction 4)
D

11. Nature of Indirect Beneficial Ownership (Instruction 4)

Explanation of Responses:

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(4) SOSAR grant vested 40% on December 31, 2011. The remaining 60% vested 1/35th per month beginning on January 9, 2012 until November 9, 2014.

Reporting Owners

Reporting Owner Name / Address
McPherson John R
1200 URBAN CENTER DRIVE
BIRMINGHAM, AL 35242

Relationships
Director
10% Owner
Officer
Other
Exec VP & CF & Strategy

Signatures
/s/ C. Samuel Todd, Attorney-in-Fact
5/11/2018

Signature of Reporting Person
Date
POWER OF ATTORNEY

STATE OF TEXAS

COUNTY OF DALLAS

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/ John R. McPherson

John R. McPherson