

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

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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 * Mills Michael R (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ☒ X Officer (give title below) _____ Other (specify below) Chief Administrative Officer
3. Date of Earliest Transaction (MM/DD/YYYY) 8/15/2016		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	8/15/2016		M		8910.0000	A	\$109.2000	27627.0000	D	
Common Stock	8/15/2016		M		2085.0000	A	\$70.6900	29712.0000	D	
Common Stock	8/15/2016		F (U)		1637.0000	D	\$118.9200	28075.0000	D	
Common Stock	8/15/2016		F (U)		8524.0000	D	\$118.9200	19551.0000	D	
Common Stock (401k)								7503.5078	D	
Common Stock								768.0000	I	By Spouse

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Right	\$70.6900	8/15/2016		M		2085.0000	2/7/2009	2/7/2018	Common Stock	2085.0000	\$70.6900	4425.0000	D	
Stock Appreciation Right	\$109.2000	8/15/2016		M		8910.0000	2/8/2008	2/8/2017	Common Stock	8910.0000	\$109.2000	0.0000	D	

Explanation of Responses:

(Represents shares sold (for purposes of tax-withholding and payment of applicable costs) pursuant to the exercise of Stock-Only Stock Appreciation Rights
1) previously granted.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mills Michael R 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242			Chief Administrative Officer	

Signatures

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

8/10/2016

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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