

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement (MM/DD/YYYY) | | 3. Issuer Name and Ticker or Trading Symbol | | |
| Clement David P | | | 3/3/2020 | | Vulcan Materials CO [VMC] | | |
| (Last) (First) (Middle) | | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
| 1200 URBAN CENTER DRIVE | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President / | | | | |
| (Street) | | | 5. If Amendment, Date Original Filed(MM/DD/YYYY) | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| BIRMINGHAM, AL 35242 | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | | | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7393.00 | D | |
| Common Stock (401k) | 3699.46 | D | |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|------------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock (Deferred Comp) | (1) | (1) | Common Stock | 1503.60 | (1) | D | |
| Phantom Stock (Deferred Comp DSUs/PSUs) | (3) | (3) | Common Stock | 4825.94 | (2) | D | |
| Performance Share Units | 12/31/2020 | (4) | Common Stock | 1900.00 | (4) | D | |
| Performance Share Units | 12/31/2021 | (5) | Common Stock | 2500.00 | (5) | D | |
| Performance Share Units | 12/31/2022 | (6) | Common Stock | 3100.00 | (6) | D | |
| Restricted Stock Units | 2/19/2022 | (8) | Common Stock | 800.00 | (7) | D | |
| Restricted Stock Units | 2/21/2023 | (8) | Common Stock | 1000.00 | (7) | D | |
| Stock Appreciation Right | 2/7/2014 (9) | 2/7/2023 | Common Stock | 1080.00 | \$55.41 | D | |
| Stock Appreciation Right | 2/13/2015 (9) | 2/13/2024 | Common Stock | 3600.00 | \$66.00 | D | |

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

| 1. Title of Derivate Security (Instr. 4) | 2. Date Exercisable and Expiration Date (MM/DD/YYYY) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|----------------------------|--|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Appreciation Right | 2/12/2016 ⁽⁹⁾ | 2/12/2025 | Common Stock | 3300.00 | \$79.41 | D | |
| Stock Appreciation Right | 2/12/2017 ⁽⁹⁾ | 2/12/2026 | Common Stock | 2800.00 | \$92.02 | D | |
| Stock Appreciation Right | 2/10/2018 ⁽¹⁰⁾ | 2/10/2027 | Common Stock | 1900.00 | \$122.60 | D | |
| Stock Appreciation Right | 2/23/2019 ⁽¹⁰⁾ | 2/23/2028 | Common Stock | 1900.00 | \$121.69 | D | |
| Stock Appreciation Right | 2/19/2020 ⁽¹⁰⁾ | 2/19/2029 | Common Stock | 2500.00 | \$113.16 | D | |
| Stock Appreciation Right | 2/21/2021 ⁽¹⁰⁾ | 2/21/2030 | Common Stock | 3400.00 | \$133.95 | D | |

Explanation of Responses:

- (1) Each share of phantom stock is the economic equivalent of one share of Vulcan common stock. Shares of phantom stock are payable in cash following the reporting person's termination of employment with Vulcan and may be transferred into an alternative investment account at any time.
- (2) Convertible on a 1-for-1 basis.
- (3) In accordance with the terms of Vulcan's Deferred Compensation Plan and instructions previously provided by the reporting person pursuant thereto, each share of phantom stock will settle for a share of Vulcan common stock the year following the year of retirement of the reporting person.
- (4) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2018 and ends on December 31, 2020. 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.
- (5) 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.
- (6) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2020 and ends on December 31, 2022. 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.
- (7) Each Restricted Stock Unit represents a contingent right to receive one share of Vulcan Common Stock.
- (8) 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.
- (9) Stock Appreciation Right vests in four (4) equal annual installments beginning on this date.
- (10) Stock Appreciation Right vests in three (3) equal annual installments beginning on this date.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clement David P 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | | | Senior Vice President | |

Signatures

/s/ Elizabeth H. Townsend, Attorney-In-Fact

3/13/2020

**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 5(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).

**POWER OF ATTORNEY
STATE OF TENNESSEE
COUNTY OF WILLIAMSON**

The undersigned director, officer, and/or shareholder of Vulcan Materials Company, a New Jersey corporation, hereby nominates, constitutes and appoints Denson N. Franklin III and Elizabeth H. Townsend, 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, re-substitution, 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 9th day of March, 2020.

*/s/
David P. Clement*