

# 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Hill J Thomas</b>			<b>Vulcan Materials CO [ VMC ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman, President &amp; CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>1200 URBAN CENTER DRIVE</b>			<b>2/14/2020</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>BIRMINGHAM, AL 35242</b>						<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 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	2/14/2020		M		21725.00	A	(1)	112698.665	D	
Common Stock	2/14/2020		F(2)		8808.00	D	\$145.08	103890.665	D	
Common Stock (401k)								24409.68	D	

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Share Units	(3)	2/14/2020		M		32200.00		12/31/2019	(3)	Common Stock	32200.00	\$0.00	0.00	D	
Phantom Stock (Deferred Comp DSUs/PSUs)	(4)	2/14/2020		M		40901.00			(5)	Common Stock	40901.00	(3)	46690.19	D	
Performance Share Units	(1)	2/14/2020		M		23900.00		12/31/2019	(1)	Common Stock	23900.00	\$0.00	0.00	D	

#### Explanation of Responses:

- Each Performance Share Unit ("PSU") was settled 100% in Vulcan common stock. These PSUs vested following a three-year performance period ending December 31, 2019. At the end of the performance period, the Compensation Committee determined to pay out the award based on pre-established performance criteria.
- Represents shares sold by the Company for tax withholding.
- Each PSU was settled 100% in Vulcan common stock. These PSUs vested following a four-year performance period ending December 31, 2019. At the end of the performance period, the Compensation Committee determined to pay out the award based on pre-established performance criteria.
- Convertible on a 1-for-1 basis.
- 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 annually over ten years beginning three years following the year of retirement of the reporting person.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Hill J Thomas 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242</b>	<b>X</b>		<b>Chairman, President &amp; CEO</b>	

**Signatures**

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

2/19/2020

\*\*  
—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 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.

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 Denson N. Franklin III, C. Samuel Todd, 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 2nd day of January, 2020.

*/s/  
J. Thomas Hill*