

Vulcan Materials CO
 Form 4/A
 May 14, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER JOHN D II

2. Issuer Name and Ticker or Trading Symbol
Vulcan Materials CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1200 URBAN CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

BIRMINGHAM, AL 35242

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/12/2008

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 05/08/2008 | | P | A | 10,000 \$ 64.96 | I ⁽¹⁾ | By John D. Baker II GRAT ⁽²⁾ |
| Common Stock | | | | | 23,106 | D | |
| Common Stock | | | | | 3,306 | I | By 401(k) |
| Common Stock | | | | | 2,758,037 | I | By Baker Holdings, L.P. ⁽³⁾ |
| Common | | | | | 311,856 | I | By Crusher |

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| | | | | |
|--------------|---------|---|--|---|
| Stock | | | | Run Partners, LP <u>(4)</u> |
| Common Stock | 14,451 | I | | By Cynthia L. Baker Trust <u>(5)</u> |
| Common Stock | 8,730 | I | | By Edward L. Baker II Irrevocable Trust <u>(6)</u> |
| Common Stock | 15,606 | I | | By John D. Baker II Irrevocable Trust #1 <u>(7)</u> |
| Common Stock | 7,634 | I | | By John D. Baker II Irrevocable Trust #2 <u>(8)</u> |
| Common Stock | 431,117 | I | | By John D. Baker II Living Trust <u>(9)</u> |
| Common Stock | 15,420 | I | | By John D. Baker III Irrevocable Trust <u>(10)</u> |
| Common Stock | 182 | I | | By Spouse of John D. Baker II <u>(11)</u> |
| Common Stock | 15,420 | I | | By Susan Anne Baker Irrevocable Trust <u>(12)</u> |
| Common Stock | 16,180 | I | | By Wife's Living Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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- (7) Shares held by John D. Baker II Irrevocable Trust #1. This trust is administered by an independent trustee and is for the benefit of the reporting person's spouse and children. The reporting person disclaims any beneficial interest in these shares.
- (8) Shares held by John D. Baker Irrevocable Trust #2. This trust is administered by an independent trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims any beneficial interest in these shares.
- (9) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
- (10) Shares held by John D. Baker III Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, John D. Baker III. The reporting person disclaims beneficial interest in these shares.
- (11) Shares are held by the reporting person's wife, Anne Doris Baker.
- (12) Shares held by Susan Anne Baker Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's daughter, Susan Anne Baker. The reporting person disclaims beneficial interest in these shares.
- (13) Convertible on a 1-for-1 basis.
- (14) Director's fees credited to the reporting person's account in accordance with the Vulcan Materials Company Directors' Deferred Compensation Plan.
- (15) The units are to be settled in Vulcan common stock commencing at the retirement of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.