Vulcan Materials CO
Form 3
November 16, 2007

FORM 3

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

OMB APPROVAL

OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

INITIAL STATEMENT OF 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 *
Â DENSON WILLIAM F III
(Last) (First) (Middle)

1200 URBAN CENTER DRIVE
(Street)

BIRMINGHAM,Â ALÂ 35242
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
11/16/2007

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SR. VP, General Counsel

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	35,399.65	D	Â
Common Stock	3,188	I	By Spouse

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (Right to Buy)	02/07/2003(1)	02/07/2012	Common Stock	24,000	$ 45.95	D	Â
Stock Options (Right to Buy)	01/01/2004(2)	02/13/2013	Common Stock	17,000	$ 31.465	D	Â
Stock Options (Right to Buy)	01/01/2005(2)	02/12/2014	Common Stock	15,000	$ 46.76	D	Â
Stock Options (Right to Buy)	12/31/2005(2)	02/10/2015	Common Stock	17,000	$ 57.095	D	Â
Stock Options (Right to Buy)	12/08/2005(3)	12/08/2015	Common Stock	33,000	$ 68.63	D	Â
Stock Appreciation Right	02/08/2008	02/08/2017	Common Stock	13,640	$ 109.2	D	Â
Phantom Stock (Deferred Compensation PSUs/DSUs) (4)	Â (5)	Â (5)	Common Stock	3,850.33 (6)	$ (7)	D	Â
Performance Share Units	12/31/2007(8)	Â (8)	Common Stock	2,600	$ (8)	D	Â
Performance Share Units	12/31/2009(8)	Â (8)	Common Stock	1,770	$ (8)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENSON WILLIAM F III 1200 URBAN CENTER DRIVE BIRMINGHAM,Â ALÂ 35242	Â	Â	Â SR. VP, General Counsel	Â

Signatures

/s/ Jerry F. Perkins, Attorney-in-Fact	11/16/2007
**Signature of Reporting Person	Date

Explanation of Responses:

***** 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).

(1) The option vests over five years in 20% increments each year on the anniversary of the grant date.

(2) The option vest over five years in 20% increments each year on January 1 following the grant date.

(3) The option is fully vested as of the grant date, however, the sale of underlying shares is restricted until January 1, 2009.

(4) Represents time-based restricted stock units ("RSUs") and performance-based performance share units ("PSUs") reported as shares of common stock. The reporting person has elected, upon the vesting thereof, to defer the receipt of these shares under the terms of the Company's Executive Deferred Compensation Plan.

(5) The units are to be settled in Vulcan common stock the year following the year of retirement of the reporting person.

(6) Includes 2,910 PSUs previously inadvertently reported under Table I.

(7) Convertible on a one-for-one basis.

(8) Performance Share Units vest at December 31 following a three-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on Company performance. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.

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Remarks:

CommonÂ stockÂ andÂ derivativeÂ securitiesÂ ofÂ LegacyÂ VulcanÂ Corp.Â (formerlyÂ namedÂ VulcanÂ MaterialsÂ C

ExhibitÂ List

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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Explanation of Responses: