

Vulcan Materials CO  
 Form 3  
 February 22, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Pasley David B.		(Month/Day/Year)	Vulcan Materials CO [VMC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/12/2016		
1200 URBAN CENTER DRIVE			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			President, Mountain West Div.	
BIRMINGHAM,Â ALÂ 35242				
(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	1,864	D	Â
Common Stock (401k)	1,736.46	D	Â

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)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Performance Share Units	12/31/2016	Â (1)	Common Stock	1,230	\$ (1)	D	Â
Performance Share Units	12/31/2017	Â (2)	Common Stock	1,180	\$ (2)	D	Â
Performance Share Units	12/31/2018	Â (3)	Common Stock	2,000	\$ (3)	D	Â
Performance Share Units	12/31/2019	Â (4)	Common Stock	1,900	\$ (4)	D	Â
Stock Appreciation Right	02/08/2008 <sup>(5)</sup>	02/08/2017	Common Stock	2,040	\$ 109.2	D	Â
Stock Appreciation Right	02/07/2009 <sup>(5)</sup>	02/07/2018	Common Stock	740	\$ 70.69	D	Â
Stock Appreciation Right	02/12/2010 <sup>(5)</sup>	02/12/2019	Common Stock	3,014	\$ 47.47	D	Â
Stock Appreciation Right	02/11/2011 <sup>(5)</sup>	02/11/2020	Common Stock	1,980	\$ 43.05	D	Â
Stock Appreciation Right	03/01/2012 <sup>(5)</sup>	03/01/2021	Common Stock	770	\$ 43.63	D	Â
Stock Appreciation Right	02/07/2014 <sup>(5)</sup>	02/07/2023	Common Stock	1,230	\$ 55.41	D	Â
Stock Appreciation Right	02/13/2015 <sup>(5)</sup>	02/13/2024	Common Stock	1,170	\$ 66	D	Â
Stock Appreciation Right	02/12/2016 <sup>(5)</sup>	02/12/2025	Common Stock	2,000	\$ 79.41	D	Â
Stock Appreciation Right	02/12/2017 <sup>(5)</sup>	02/12/2026	Common Stock	1,900	\$ 92.02	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pasley David B. 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Â	Â	Â President, Mountain West Div.	Â

## Signatures

/s/ Amy M. Tucker,  
Attorney-in-Fact

02/22/2016

\*\*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).

Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2013 and ends on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the

(1) 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. The fair market value of the award is not determinable until the payment date.

Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2014 and ends on December 31, 2017. At the end of the Performance Period, the Compensation Committee determines the

(2) 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. The fair market value of the award is not determinable until the payment date.

Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2015 and ends on December 31, 2018. At the end of the Performance Period, the Compensation Committee determines the

(3) 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. The fair market value of the award is not determinable until the payment date.

Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2016 and ends on December 31, 2019. At the end of the Performance Period, the Compensation Committee determines the

(4) 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. The fair market value of the award is not determinable until the payment date.

(5) The Stock Appreciation Right vests in four equal annual installments beginning on this date.

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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