



**Item 2.02 Results of Operations and Financial Condition.**

The Registrant's earnings release dated February 9, 2009, regarding its fourth quarter and year end financial results is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits:

Exhibit Description

No.

99.1 Earnings Release dated February 9, 2009.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed by the undersigned, thereunto duly authorized.

**VULCAN MATERIALS COMPANY**

(Registrant)

By: /s/ Robert A. Wason IV

Robert A. Wason IV

Dated: February 9, 2009