

Vulcan Materials CO
 Form 3
 November 28, 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â BAKER JOHN D II</p> <p>(Last) (First) (Middle)</p> <p>1200 URBAN CENTER DRIVE</p> <p>(Street)</p> <p>BIRMINGHAM,Â ALÂ 35242</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/19/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Vulcan Materials CO [VMC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
--	--	---	---	---	--

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	429,117	I	See footnote 1 ⁽¹⁾
Common Stock	23,106	D	Â
Common Stock	14,451	I	See footnote 2 ⁽²⁾
Common Stock	2,758,037	I	See footnote 3 ⁽³⁾
Common Stock	8,730	I	See footnote 4 ⁽⁴⁾
Common Stock	15,420	I	See footnote 5 ⁽⁵⁾
Common Stock	15,420	I	See footnote 6 ⁽⁶⁾
Common Stock	3,306	I	See footnote 7 ⁽⁷⁾
Common Stock	16,180	I	By wife's living trust
Common Stock	15,606	I	See footnote 8 ⁽⁸⁾
Common Stock	7,634	I	See footnote 9 ⁽⁹⁾

Edgar Filing: Vulcan Materials CO - Form 3

Common Stock	311,856	I	See footnote 10 ⁽¹⁰⁾
Common Stock	182	I	See footnote 11 ⁽¹¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAKER JOHN D II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	X	X	X	X

Signatures

/S/ AMY M. TUCKER,
ATTORNEY-IN-FACT

11/27/2007

**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) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
Shares held by separate trust created under the Cynthia L. Baker Trust, U/A/D April 30, 1965, of which the reporting person is a trustee and an income beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) Shares held by Baker Holdings, L.P. The reporting person shares voting and dispositive power over all the shares held by Baker Holding, L.P. and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
- (4) Shares held by Edward L. Baker II 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, Edward L. Baker II. The reporting person disclaims beneficial interest in these shares.
- (5) 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.

Edgar Filing: Vulcan Materials CO - Form 3

- (6) 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.
- (7) Shares held as beneficiary of the Florida Rock Industries, Inc. Employee Benefit Plan (TRAESOP).
- (8) 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.
- (9) Shares held by John D. Baker II 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.
- (10) Shares held by the Crusher Run Partners, LP Charitable Remainder Unitrust. This trust is administered by John D. Baker II as trustee. The reporting person disclaims beneficial interest in the contributed shares, except to the extent of his pecuniary interest therein.
- (11) Shares are held by the reporting person's wife, Anne Doris Baker.

Â

Remarks:

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.

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.