

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)

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|--|---|---|---|---|--|
| <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> |
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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⁾ |

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- (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.

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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.