

Vulcan Materials CO  
 Form 3  
 February 22, 2016

**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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Lodge Brock C. Jr                       |         | (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) |
| 1200 URBAN CENTER DRIVE                   |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| BIRMINGHAM,Â ALÂ 35242                    |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)                                     |  |
|   |         |                                      | President, Western Division  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> 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                    | 718   | D  | Â   |
| Common Stock (401k)             | 138.31  | 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 | 570                        | \$ (1)   | D                                     | Â |
| Performance Share Units  | 12/31/2017                | Â (2)           | Common Stock | 770                        | \$ (2)   | D                                     | Â |
| Performance Share Units  | 12/31/2018                | Â (3)           | Common Stock | 1,510                      | \$ (3)   | D                                     | Â |
| Performance Share Units  | 12/31/2019                | Â (4)           | Common Stock | 2,000                      | \$ (4)   | D                                     | Â |
| Stock Appreciation Right | 02/07/2014 <sup>(5)</sup> | 02/07/2023      | Common Stock | 142                        | \$ 55.41 | D                                     | Â |
| Stock Appreciation Right | 02/13/2015 <sup>(5)</sup> | 02/13/2024      | Common Stock | 577                        | \$ 66    | D                                     | Â |
| Stock Appreciation Right | 02/12/2016 <sup>(5)</sup> | 02/12/2025      | Common Stock | 1,510                      | \$ 79.41 | D                                     | Â |
| Stock Appreciation Right | 02/12/2017 <sup>(5)</sup> | 02/12/2026      | Common Stock | 2,000                      | \$ 92.02 | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Lodge Brock C. Jr<br>1200 URBAN CENTER DRIVE<br>BIRMINGHAM, AL 35242 | Â             | Â         | Â President,<br>Western<br>Division | 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.
  - (2) 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 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

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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 the 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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