

Vulcan Materials CO  
Form 8-K  
May 13, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 10, 2013**

**VULCAN MATERIALS COMPANY**  
(Exact name of registrant as specified in its charter)

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| <b>New Jersey</b>                                 | <b>001-33841</b>         | <b>20-8579133</b>                 |
| <hr/>   | <hr/>                    | <hr/>                             |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**1200 Urban Center Drive**  
**Birmingham, Alabama 35242**  
(Address of principal executive offices) (zip code)

**(205) 298-3000**

Registrant's telephone number, including area code:

**Not Applicable**

(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of shareholders of Vulcan Materials Company (the “Company”) was held on May 10, 2013, in Birmingham, Alabama. There were 129,934,115 shares of common stock of the Company eligible to be voted at the Annual Meeting and 119,521,007 shares represented in person or by proxy at the Annual Meeting, which constituted a quorum to conduct business at the meeting. The following matters were submitted to a vote of shareholders at the Annual Meeting.

**(1) Proposal 1: Election of Directors.**

Each of the individuals named below was elected to a three-year term:

| <b>Director</b>        | <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |
|------------------------|-------------|----------------|--------------------|
| Douglas J. McGregor    | 106,808,770 | 3,444,584      | 441,990            |
| Lee J. Styslinger, III | 109,377,869 | 838,939        | 448,535            |
| Vincent J. Trosino     | 107,210,599 | 3,040,485      | 414,259            |

**(2) Proposal 2: Advisory vote on executive compensation (Say on Pay).**

The non-binding proposal on executive compensation was approved with the following vote:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 89,538,513 | 20,198,976     | 927,854            |

**(3) Proposal 3: Ratification of the appointment of the firm of Deloitte & Touche LLP as independent registered public accountants for the year 2013.**

This proposal was ratified with voting on the proposal as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> |
|-------------|----------------|--------------------|
| 117,414,633 | 1,694,560      | 411,813            |

**(4) Proposal 4: Approval of amendments to the Certificate of Incorporation to Eliminate Supermajority Voting Provisions.**

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Not having received more than 80% of the vote of the outstanding shares, this proposal was not approved, with voting as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 90,921,645 | 19,449,158     | 294,333            |

**(5) Proposal 5: Approval of Amendment of the Certificate of Incorporation to Declassify the Board of Directors.**

Not having received more than 80% of the vote of the outstanding shares, this proposal was not approved, with voting as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 90,952,743 | 19,431,179     | 281,215            |

**(6) Proposal 6: Advisory shareholder proposal regarding an Independent Chair of the Board of Directors.**

The voting on this proposal, which did not receive the requisite majority of votes cast, was as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|------------|----------------|--------------------|
| 34,369,687 | 75,916,236     | 379,419            |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vulcan Materials  
Company

Date: May 13, 2013 By: /s/ Daniel F. Sansone  
Daniel F. Sansone