

McPherson John R  
Form 4  
May 11, 2018

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN 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 \*  
McPherson John R

2. Issuer Name and Ticker or Trading Symbol  
Vulcan Materials CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)

1200 URBAN CENTER DRIVE

05/09/2018

Exec VP & CF & Strategy

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

BIRMINGHAM, AL 35242

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/09/2018		M <sup>(1)</sup>		50,000 A \$ 29.05	102,610	D
Common Stock	05/09/2018		F <sup>(2)</sup>		28,554 D \$ 126.73	74,056	D
Common Stock	05/11/2018		S <sup>(1)</sup>		21,446 D \$ 125.88	52,610	D
Common Stock (401k)						9,451.04	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes entry for Stock Appreciation Right.

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address and Relationships. Includes entry for McPherson John R with relationships Director, 10% Owner, Officer, and Other.

Signatures

/s/ C. Samuel Todd, Attorney-in-Fact, 05/11/2018

Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(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) The transactions reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 28, 2018.
(2) Represents shares sold (for tax-withholding purposes and to cover the cost of the options) pursuant to the exercise of Stock-Only Stock Appreciation Rights previously granted.
(3) Shares were sold on May 11, 2018 at prices ranging from \$125.53 to \$126.83 per share, with an average price of \$125.88. Full information regarding the number of shares sold at each separate price will be provided upon request.
(4) SOSAR grant vested 40% on December 31, 2011. The remaining 60% vested 1/35th per month beginning on January 9, 2012 until November 9, 2014.

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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