Bass Stanley G Form 4 February 12, 2019

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

30(h) of the Investment Company Act of 1940

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Bass Stanley G

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Vulcan Materials CO [VMC]

3. Date of Earliest Transaction

(Month/Day/Year) 02/08/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Chief Growth Officer

1200 URBAN CENTER DRIVE

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

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

BIRMINGHAM, AL 35242

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amor Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secur Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

### Edgar Filing: Bass Stanley G - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sha
Performance Share Units	(1)	02/08/2019		M			6,200	12/31/2018(1)	<u>(1)</u>	Common Stock	6,
Phantom Stock (Deferred Comp DSUs/PSUs)	(2)	02/08/2019		M		8,893		<u>(4)</u>	<u>(4)</u>	Common Stock	8,

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bass Stanley G

1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 Chief Growth Officer

## **Signatures**

/s/ C. Samuel Todd, Attorney-in-Fact

02/12/2019

\*\*Signature of Reporting Person

Date

# **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).
- Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due on a payment date determined (1) by the Compensation Committee. Performance Share Units vest at December 31 following a four-year award period. At the end of the award period, the Compensation Committee determines the payment amount based on pre-established performance criteria.
- (2) Convertible on a 1-for-1 basis.
- (3) Each performance unit is settled 100% in Vulcan common stock after deducting the amount of taxes due.
- (4) In accordance with the terms of Vulcan's Deferred Compensation Plan and instructions previously provided by the reporting person pursuant thereto, each share of phantom stock will settle for a share of Vulcan common stock in January 2020.

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.

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