

Vulcan Materials CO  
Form FWP  
December 07, 2007

Term Sheet

Filed Pursuant to Rule 433  
Registration No. 333-147796  
December 6, 2007

**Vulcan Materials Company**  
Floating Rate Notes due December 15, 2010

**Issuer:** Vulcan Materials Company

**Note Type:** Senior Unsecured Notes

**Ratings:** A3 / A- (Negative / Stable)

**Type of Offering:** SEC Registered

*Final Terms*

**Principal Amount:** \$325,000,000

**Benchmark:** 3M LIBOR

**Re-offer Spread:** +125 bps

**Price to Public:** 100%

**Coupon Dates:** Quarterly on March 15, June 15, September 15 and December 15

**First Coupon Date:** March 15, 2008

**Trade Date:** December 6, 2007

**Settlement Date:** December 11, 2007

**Maturity Date:** December 15, 2010

**Make Whole Call:** Not redeemable

**CUSIP:** 929160 AH2

**Bookrunners:** Banc of America Securities LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Wachovia Capital Markets, LLC

**Co-Managers:** Morgan Keegan & Company, Inc.  
UBS Investment Bank  
Citigroup Global Markets Inc.  
Mizuho Securities USA Inc.  
Fifth Third Securities, Inc.  
The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents incorporated by reference in the registration statement and filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC, toll-free, at 1-800-294-1322, Goldman, Sachs & Co., toll free, at 1-866-471-2526, J.P. Morgan Securities Inc., at 1-212-834-4533, or Wachovia Capital Markets, LLC, toll free, at 1-866-289-1262. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

-2-

---

Term Sheet

Filed Pursuant to Rule 433  
Registration No. 333-147796  
December 6, 2007

**Vulcan Materials Company**  
5.60% Notes due November 30, 2012

<b>Issuer:</b>	Vulcan Materials Company
<b>Note Type:</b>	Senior Unsecured Notes
<b>Ratings:</b>	A3 / A- (Negative / Stable)
<b>Type of Offering:</b>	SEC Registered
<i>Final Terms</i>	
<b>Principal Amount:</b>	\$300,000,000
<b>Benchmark:</b>	3.375% due November 30, 2012
<b>Benchmark Yield:</b>	3.392%
<b>Re-offer Spread:</b>	+225 bps
<b>Re-offer Yield:</b>	5.642%
<b>Coupon:</b>	5.60%
<b>Price to Public:</b>	99.822%
<b>Coupon Dates:</b>	May 30 and November 30
<b>First Coupon Date:</b>	May 30, 2008
<b>Trade Date:</b>	December 6, 2007
<b>Settlement Date:</b>	December 11, 2007
<b>Maturity Date:</b>	November 30, 2012
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 35 basis points

**CUSIP:** 929160 AE9

**Bookrunners:** Banc of America Securities LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Wachovia Capital Markets, LLC

**Co-Managers:** Morgan Keegan & Company, Inc.  
UBS Investment Bank  
Citigroup Global Markets Inc.  
Mizuho Securities USA Inc.  
Fifth Third Securities, Inc.  
The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents incorporated by reference in the registration statement and filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC, toll-free, at 1-800-294-1322, Goldman, Sachs & Co., toll free, at 1-866-471-2526, J.P. Morgan Securities Inc., at 1-212-834-4533, or Wachovia Capital Markets, LLC, toll free, at 1-866-289-1262. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

Term Sheet

Filed Pursuant to Rule 433  
Registration No. 333-147796  
December 6, 2007

**Vulcan Materials Company**  
6.40% Notes due November 30, 2017

<b>Issuer:</b>	Vulcan Materials Company
<b>Note Type:</b>	Senior Unsecured Notes
<b>Ratings:</b>	A3 / A- (Negative / Stable)
<b>Type of Offering:</b>	SEC Registered
<i>Final Terms</i>	
<b>Principal Amount:</b>	\$350,000,000
<b>Benchmark:</b>	4.25% due November 15, 2017
<b>Benchmark Yield:</b>	4.008%
<b>Re-offer Spread:</b>	+240 bps
<b>Re-offer Yield:</b>	6.408%
<b>Coupon:</b>	6.40%
<b>Price to Public:</b>	99.945%
<b>Coupon Dates:</b>	May 30 and November 30
<b>First Coupon Date:</b>	May 30, 2008
<b>Trade Date:</b>	December 6, 2007
<b>Settlement Date:</b>	December 11, 2007
<b>Maturity Date:</b>	November 30, 2017
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 40 basis points

**CUSIP:** 929160 AF6

**Bookrunners:** Banc of America Securities LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Wachovia Capital Markets, LLC

**Co-Managers:** Morgan Keegan & Company, Inc.  
UBS Investment Bank  
Citigroup Global Markets Inc.  
Mizuho Securities USA Inc.  
Fifth Third Securities, Inc.  
The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents incorporated by reference in the registration statement and filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC, toll-free, at 1-800-294-1322, Goldman, Sachs & Co., toll free, at 1-866-471-2526, J.P. Morgan Securities Inc., at 1-212-834-4533, or Wachovia Capital Markets, LLC, toll free, at 1-866-289-1262. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

Term Sheet

Filed Pursuant to Rule 433  
Registration No. 333-147796  
December 6, 2007

**Vulcan Materials Company**  
7.15% Notes due November 30, 2037

<b>Issuer:</b>	Vulcan Materials Company
<b>Note Type:</b>	Senior Unsecured Notes
<b>Ratings:</b>	A3 / A- (Negative / Stable)
<b>Type of Offering:</b>	SEC Registered
<i>Final Terms</i>	
<b>Principal Amount:</b>	\$250,000,000
<b>Benchmark:</b>	4.75% due February 15, 2037
<b>Benchmark Yield:</b>	4.473%
<b>Re-offer Spread:</b>	+270 bps
<b>Re-offer Yield:</b>	7.173%
<b>Coupon:</b>	7.15%
<b>Price to Public:</b>	99.722%
<b>Coupon Dates:</b>	May 30 and November 30
<b>First Coupon Date:</b>	May 30, 2008
<b>Trade Date:</b>	December 6, 2007
<b>Settlement Date:</b>	December 11, 2007
<b>Maturity Date:</b>	November 30, 2037
<b>Make Whole Call:</b>	At any time at a discount rate of Treasury plus 45 basis points

-7-

---



**CUSIP:** 929160 AG4

**Bookrunners:** Banc of America Securities LLC  
Goldman, Sachs & Co.  
J.P. Morgan Securities Inc.  
Wachovia Capital Markets, LLC

**Co-Managers:** Morgan Keegan & Company, Inc.  
UBS Investment Bank  
Citigroup Global Markets Inc.  
Mizuho Securities USA Inc.  
Fifth Third Securities, Inc.  
The Williams Capital Group, L.P.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents incorporated by reference in the registration statement and filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Banc of America Securities LLC, toll-free, at 1-800-294-1322, Goldman, Sachs & Co., toll free, at 1-866-471-2526, J.P. Morgan Securities Inc., at 1-212-834-4533, or Wachovia Capital Markets, LLC, toll free, at 1-866-289-1262. Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

-8-