

Vulcan Materials CO  
Form DEF 14A  
March 28, 2014  
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## SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

### Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Vulcan Materials Company**

*(Name of Registrant as Specified in Its Charter)*

*(Name of Person(s) Filing Proxy Statement, if other than the Registrant)*

### Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(I)(1) and 0-11.  
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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.. **Check box if any part of the fee is offset as provided by Exchange Act Rule 240.0-11 and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**DEAR FELLOW SHAREHOLDER:**

I would like to extend a personal invitation for you to join us at our Annual Meeting of Shareholders on Friday, May 9, 2014, at 9:00 a.m., Central Daylight Time, at the company headquarters, 1200 Urban Center Drive, Birmingham, Alabama 35242.

At the meeting, you will be asked to elect four Vulcan directors and to vote on several other proposals more fully described in the accompanying notice and proxy statement. We hope that you will attend the meeting. However, whether or not you plan to attend the meeting, we encourage you to vote by proxy.

For your convenience, you can vote your proxy in one of the following ways:

Use the Internet at the web address shown on your proxy card;

Use the telephone number shown on your proxy card; or

Complete, sign, date and return the enclosed proxy card in the postage-paid envelope provided. Instructions regarding each method of voting are contained in the proxy statement and on the proxy card. If you attend the Annual Meeting and desire to vote your shares personally rather than by proxy, you may withdraw your proxy at any time before it is exercised. **Your vote is important. Whether you own one share or many, your prompt vote is greatly appreciated.**

Thank you for your ongoing support and continued interest in Vulcan.

**March 28, 2014**

Sincerely yours,

**DONALD M. JAMES**

*Chairman and Chief Executive Officer*

**THIS PROXY STATEMENT AND PROXY CARD ARE BEING DISTRIBUTED ON OR ABOUT MARCH 28, 2014.**



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**1200 Urban Center Drive**

**Birmingham, Alabama 35242**

**NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS**

**Friday, May 9, 2014**

**9:00 a.m., Central Daylight Time**

**TO OUR SHAREHOLDERS:**

NOTICE IS HEREBY GIVEN that the 2014 Annual Meeting of Shareholders of Vulcan Materials Company will be held at the company headquarters, 1200 Urban Center Drive, Birmingham, Alabama 35242, on Friday, May 9, 2014, at 9:00 a.m., Central Daylight Time, for the following purposes:

To elect four nominees as directors;

To vote on an advisory basis on the compensation of our named executive officers;

To approve the Executive Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code;

To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2014; and

To conduct such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Only shareholders of record as of the close of business on March 12, 2014 are entitled to receive notice of, to attend and to vote at the Annual Meeting. Whether or not you plan to attend, we urge you to review these materials carefully and to vote by Internet, telephone or by submitting your proxy card.

**March 28, 2014**

By Order of the Board of Directors,

**JERRY F. PERKINS, JR.**

*Secretary*



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**GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING**

**WHY AM I RECEIVING THESE MATERIALS?**

This proxy statement is furnished in connection with the solicitation by our Board of Directors of proxies to be voted at the 2014 Annual Meeting of Shareholders for the purposes set forth in the accompanying notice, and at any adjournments or postponements thereof. This proxy statement is being sent to all shareholders of record as of the close of business on March 12, 2014 for use at the 2014 Annual Meeting of Shareholders. This proxy statement, the accompanying proxy card and our 2013 Annual Report to Shareholders are being first mailed or made available to our shareholders on or about March 28, 2014. The meeting will be held at the company headquarters, 1200 Urban Center Drive, Birmingham, Alabama 35242 on Friday, May 9, 2014, at 9:00 a.m. Central Daylight Time.

**WHY DID I RECEIVE A NOTICE IN THE MAIL REGARDING THE INTERNET AVAILABILITY OF THE PROXY MATERIALS INSTEAD OF A PAPER COPY OF THE PROXY MATERIALS?**

We are using the Securities and Exchange Commission's rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our shareholders a notice about the Internet availability of proxy materials instead of a paper copy of the proxy materials. All shareholders receiving the notice will have the ability to access the proxy materials over the Internet and may request to receive a paper copy of the proxy materials by mail.

**HOW CAN I ACCESS THE PROXY MATERIALS OVER THE INTERNET OR OBTAIN A PAPER COPY?**

Your notice about the Internet availability of the proxy materials, proxy card or voting instruction card will contain instructions on how to:

view our proxy materials for the 2014 Annual Meeting of Shareholders on the Internet; and

obtain a paper copy of the proxy materials by mail

In addition, the notice contains instructions on how shareholders may request to receive proxy materials in printed form by mail or electronically on an ongoing basis.

Your notice will also provide instructions on how to receive your future proxy materials electronically. If you choose to receive future proxy materials electronically, we will provide instructions, containing a link to the website where those materials are available and a link to the proxy voting website. Your election to receive proxy materials electronically will remain in effect until you revoke it.

**WHAT SHOULD I DO IF I RECEIVE MORE THAN ONE NOTICE ABOUT THE INTERNET AVAILABILITY OF THE PROXY MATERIALS OR MORE THAN ONE PAPER COPY OF THE PROXY MATERIALS?**

You may receive more than one notice of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice or a separate voting instruction card for each brokerage account in which you hold shares. If you are a shareholder of record and your shares are registered in more than one name, you may receive more than one notice or more than one

proxy card. To vote all of your shares by proxy,

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you must either (i) complete, date, sign and return each proxy card and voting instruction card that you receive or (ii) vote over the Internet or telephone the shares represented by each notice that you receive (unless you have requested and received a proxy card or voting instruction card for the shares represented by one or more of the notices).

## **WHAT PROPOSALS ARE TO BE PRESENTED AT THE ANNUAL MEETING?**

The purpose of the Annual Meeting is to (i) elect four nominees as directors, (ii) vote on an advisory basis on the compensation of our named executive officers (NEOs), (iii) approve Vulcan's Executive Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), (iv) to ratify the appointment of Deloitte & Touche LLP as Vulcan's independent registered public accounting firm for 2014, and (v) conduct such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

## **WHO CAN ATTEND THE ANNUAL MEETING?**

Only shareholders of Vulcan as of the close of business on March 12, 2014 (the record date for the Annual Meeting), their authorized representatives and invited guests of our company will be permitted to attend the Annual Meeting. Proof of ownership of Vulcan common stock as of the record date, along with personal identification (such as a driver's license or passport), must be presented in order to be admitted to the Annual Meeting. If your shares are held in the name of a bank, broker, trustee or nominee and you plan to attend the Annual Meeting in person, you must bring a brokerage statement, and a legal proxy from your bank, broker, trustee or nominee entitling you to vote the shares held as of the record date at the Annual Meeting, along with personal identification, to be admitted to the Annual Meeting. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting.

## **WHO IS ENTITLED TO VOTE?**

All of our shareholders as of the record date, March 12, 2014, will be entitled to vote at the 2014 Annual Meeting of Shareholders. As of the close of business on that date, approximately 130,708,637 shares were outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the meeting. Our amended and restated by-laws do not provide for cumulative voting and, accordingly, our shareholders do not have cumulative voting rights with respect to the election of directors.

## **WHAT CONSTITUTES A QUORUM FOR THE ANNUAL MEETING?**

A majority of the issued and outstanding shares of the common stock entitled to vote, represented in person or by proxy, is required to constitute a quorum.

## **WHAT IS THE DIFFERENCE BETWEEN A SHAREHOLDER OF RECORD AND A BENEFICIAL HOLDER OF SHARES?**

If your common stock is held directly in your name with our transfer agent, Computershare Shareowner Services, you are considered a shareholder of record with respect to those shares. If this is the case, the notice or proxy materials have been sent or provided directly to you.

If your common stock is held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. If this is the case, the notice card or proxy materials should have been forwarded to you by your brokerage firm, bank or other nominee, or their agent, which is

considered the shareholder of record with respect to these shares. As a beneficial holder, you have the right to direct your bank, broker, trustee or nominee

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on how to vote the shares by using the voting instruction card or by following their instructions for voting by telephone or internet.

## **HOW DO I VOTE?**

Proxies are solicited to give all shareholders who are entitled to vote on the matters that come before the meeting the opportunity to vote their shares whether or not they attend the meeting in person. You can vote by one of the following manners:

**By Internet** Shareholders of record may submit proxies over the Internet by following the instructions on the proxy card. Shareholders who are beneficial owners may vote by Internet by following the instructions on the voting instruction card sent to them by their bank, broker, trustee or nominee.

**By Telephone** Shareholders of record who live in the United States or Canada may submit proxies by telephone by calling the toll-free number on your proxy card and following the instructions. Shareholders of record will need to have the control number that appears on their proxy card available when voting. In addition, beneficial owners of their shares living in the United States or Canada and who have received a voting instruction card by mail from their bank, broker, trustee or nominee may vote by phone by calling the number specified on the voting instruction card. Those shareholders should check the voting instruction card for telephone voting availability.

**By Mail** Shareholders of record who have received a paper copy of a proxy card by mail may submit proxies by completing, signing and dating their proxy card and mailing it in the accompanying pre-addressed envelope. Shareholders who are beneficial owners who have received a voting instruction card from their bank, broker or nominee may return the voting instruction card by mail as set forth on the card.

**In Person** Shareholders of record may vote shares held in their name in person at the Annual Meeting. You also may be represented by another person at the Annual Meeting by executing a proper proxy designating that person. Shares for which a shareholder is the beneficial holder but not the shareholder of record may be voted in person at the Annual Meeting only if such shareholder is able to obtain a legal proxy from the bank, broker or nominee that holds the shareholder's shares, indicating that the shareholder was the beneficial holder as of the record date and the number of shares for which the shareholder was the beneficial owner on the record date.

Shareholders are encouraged to vote their proxies by Internet, telephone or completing, signing, dating and returning a proxy card or voting instruction card, but not by more than one method. If you vote by more than one method, or vote multiple times using the same method, only the last-dated vote that is received by the inspector of election will be counted, and each previous vote will be disregarded.

If you receive more than one set of proxy materials or more than one proxy card or voting instruction card, it may mean that you hold shares of Vulcan stock in more than one account. You must return a proxy or voting instruction card or vote using one of the methods described above for EACH account in which you own shares.

## **HOW MANY VOTES ARE REQUIRED TO PASS EACH OF THE PROPOSALS?**

The votes required to approve each matter to be considered by Vulcan's shareholders at the Annual Meeting are set forth below:

***Proposal 1 Election of Directors:*** Each Vulcan shareholder has the right to vote each share of stock owned by such shareholder on the record date for four director nominees. Cumulative voting is not permitted. To be elected, a director-nominee must receive a majority of the votes cast at the Annual

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Meeting. Abstentions and broker non-votes will not be counted as votes cast for such purposes and, therefore, will have no effect on the results of the election.

***Proposal 2 Advisory Vote on Executive Compensation:*** The affirmative vote of a majority of the votes cast on this proposal is required to approve, on an advisory basis, the compensation of the executives set forth in this proxy statement. Abstentions and broker non-votes will have no effect on the results of this vote.

***Proposal 3 Approval of the Executive Incentive Plan:*** The affirmative vote of a majority of the votes cast on this proposal is required to approve the Executive Incentive Plan. Abstentions and broker non-votes will have no effect on the results of the vote.

***Proposal 4 Ratification of Selection of Deloitte & Touche LLP:*** The affirmative vote of a majority of the votes cast on this proposal is required to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2014. Abstentions and broker non-votes, if any, will have no effect on the results of this vote.

## **WHO IS SOLICITING MY VOTE?**

Our Board of Directors is soliciting your vote for matters being submitted for shareholder approval at the Annual Meeting.

Giving us your proxy means that you authorize the proxy holders identified on the proxy card to vote your shares at the meeting in the manner you direct. If you sign and return the enclosed proxy card but do not specify how your shares are to be voted, your shares will be voted in accordance with the recommendations of the Vulcan Board. If any other matters are properly presented at the Annual Meeting for consideration, the persons named as proxies in the proxy card will vote as recommended by the Vulcan Board or, if no recommendation is given, in their own discretion.

## **HOW DOES THE VULCAN BOARD RECOMMEND SHAREHOLDERS VOTE?**

The Vulcan Board recommends that you vote:

**FOR** the election of the following four individuals nominated by the Board as directors: O.B. Grayson Hall, Jr., Donald M. James, James T. Prokopanko and Kathleen Wilson-Thompson;

**FOR** approval of the compensation of our principal executive officer, principal financial officer and our four other most highly compensated executive officers (NEOs);

**FOR** the approval of the Executive Incentive Plan; and

**FOR** the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2014.

## **WILL MY SHARES BE VOTED IF I DO NOTHING?**

## Edgar Filing: Vulcan Materials CO - Form DEF 14A

If you are a shareholder of record, you must sign and return a proxy card, submit your proxy by telephone or Internet, or attend the Annual Meeting in person, in order for your shares to be voted.

If your common stock is held through a broker, bank or other nominee, you will receive instructions from such entity that you must follow in order to have your shares voted. You must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker, bank or other nominee does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker, bank or nominee can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum but will not be



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able to vote on those matters for which specific authorization is required under the rules of the New York Stock Exchange.

If you are a beneficial owner whose shares are held of record by a broker, bank or nominee, then your broker, bank or nominee has discretionary voting authority under NYSE rules to vote your shares on the ratification of the appointment of Deloitte & Touche LLP as Vulcan's independent registered public accounting firm for 2014, even if the broker, bank or nominee does not receive voting instructions from you. However, your broker, bank or nominee does not have discretionary authority to vote on (i) the election of the four nominees as directors, (ii) the advisory approval of compensation of our NEOs, or (iii) the proposal to approve our Executive Incentive Plan.

## **HOW CAN I REVOKE MY PROXY?**

If you are a shareholder of record, you may revoke your proxy at any time before it is voted at the meeting by taking one of the following actions:

by giving written notice of the revocation prior to the commencement of the Annual Meeting to: Corporate Secretary, Vulcan Materials Company, 1200 Urban Center Drive, Birmingham, Alabama 35242;

by executing and delivering another valid proxy with a later date;

by voting by telephone or Internet at a later date; or

by attending the 2014 Annual Meeting of Shareholders and voting in person by written ballot, if you are a shareholder of record or, if you are a beneficial owner of your shares, with a legal proxy from the entity that holds your shares giving you the right to vote the shares.

If you are a beneficial owner of your shares and you vote by proxy, you may change your vote by submitting new voting instructions to your bank, broker or nominee in accordance with that entity's procedures.

If you vote the same shares by more than one method or vote multiple times with respect to the same shares using the same method, only the last-dated vote that is received will be counted, and each previous vote will be disregarded.

## **IS MY VOTE CONFIDENTIAL?**

Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within our company or to third parties, except: (1) as necessary to meet applicable legal requirements; (2) to allow for the tabulation of votes and certification of the vote; and (3) to facilitate a successful proxy solicitation.

## **WHO WILL PAY FOR THE COSTS INVOLVED IN THE SOLICITATION OF PROXIES?**

Vulcan is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing the notices and these proxy materials and soliciting votes. In addition to the mailing of notices and these proxy materials, the solicitation of proxies or votes may be made in person or by telephone or email by directors,

officers, or regular employees of Vulcan. In addition, Vulcan has engaged MacKenzie Partners, Inc. to act as its proxy solicitor and has agreed to pay it approximately \$9,500 plus reasonable fees and expenses for such services.

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**WHAT IS HOUSEHOLDING AND HOW DOES IT AFFECT ME?**

We have adopted a procedure, approved by the Securities and Exchange Commission (the SEC), called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials or in notice and access will receive only one copy of this Notice of Annual Meeting and Proxy Statement and the 2013 Annual Report to Shareholders, unless we are notified that one or more of these shareholders wishes to continue receiving individual copies. If you and other Vulcan shareholders living in your household do not have the same last name, you also may request to receive only one copy of future proxy statements and annual reports to shareholders.

Householding reduces our printing costs and postage fees and conserves natural resources. Shareholders who participate in householding will continue to receive separate proxy cards.

If you are eligible for householding but you and other shareholders of record with whom you share an address currently receive multiple copies of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, or if you hold Vulcan stock in more than one account, and in either case you wish to receive only a single copy of each document for your household, please obtain instructions by contacting us at the following address or phone number: Vulcan Materials Company, 1200 Urban Center Drive, Birmingham, Alabama 35242, Attention: Mark D. Warren, Director, Investor Relations, phone: (205) 298-3200.

If you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, please contact us at the address or phone number as indicated above and a separate copy will be sent to you promptly. If you do not wish to continue to participate in householding and prefer to receive separate copies of these documents in the future, please contact us at the address or phone number as indicated above.

If you are a beneficial owner, you can request information about householding from your broker, bank or other holder of record.

**COULD OTHER MATTERS BE DECIDED AT THE ANNUAL MEETING?**

As of the mailing date of this Proxy Statement, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement.

If you return your signed and completed proxy card or vote by telephone or Internet and other matters are properly presented at the Annual Meeting for consideration, your shares will be voted as the Board of Directors recommends.

**WHERE CAN I FIND THE VOTING RESULTS OF THE ANNUAL MEETING?**

The preliminary voting results will be announced at the Annual Meeting of Shareholders. The final voting results will be reported in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting and posted on our website.

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**WHOM SHOULD I CALL IF I HAVE QUESTIONS ABOUT THE ANNUAL MEETING?**

If you have any questions or need any assistance in voting your shares, please contact our proxy solicitor, whose information is listed below:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

**Telephone: (212) 929-5500 (Call Collect)**

or

Call Toll-Free (800) 322-2885

[proxy@MacKenziePartners.com](mailto:proxy@MacKenziePartners.com)

**A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2013 WILL BE PROVIDED TO YOU WITHOUT CHARGE UPON WRITTEN REQUEST TO MARK D. WARREN, DIRECTOR, INVESTOR RELATIONS, VULCAN MATERIALS COMPANY, 1200 URBAN CENTER DRIVE, BIRMINGHAM, ALABAMA 35242.**

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**PROPOSAL 1. ELECTION OF DIRECTORS**

Our constituent documents provide that our Board shall be divided into three classes, with the term of office of one class expiring each year. At the 2014 Annual Meeting, four people will be elected to serve as members of our Board until 2017, or until their successors have been duly elected and qualified. Our Board, upon the recommendation of the Governance Committee, has nominated O.B. Grayson Hall, Jr., Donald M. James, James T. Prokopanko and Kathleen Wilson-Thompson as directors to serve three-year terms expiring in 2017. Each of our nominees is currently serving as a director of the company. Each of the nominees has consented to be named in this proxy statement and to serve if elected, and our Board has no reason to believe that any of the persons nominated will be unable to serve as a director. The Board believes that each of the four nominees are highly qualified and have experience, skills, backgrounds and attributes that qualify them to serve as directors of Vulcan.

In accordance with the amended and restated by-laws of our company, our Board of Directors is required to be composed of not fewer than 9 nor more than 12 directors. The number of directors may be set by a resolution adopted by a majority of our Board of Directors and our charter provides that any vacancies on the Board, including vacancies resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors.

**DIRECTOR QUALIFICATIONS**

Directors are responsible for reviewing and approving corporate strategy and overseeing management of our company to assure that the long-term interests of the shareholders are being served. The Board believes that there are general skills and characteristics required for service on the Board of Directors that are applicable to all directors. Additionally, the Board needs a diverse skill set among its members to ensure that the Board is able to respond to the needs of management and the company. The Governance Committee believes that each director nominee has an established record of accomplishments and possesses the qualifications set forth below.

**GENERAL QUALIFICATIONS**

The Governance Committee, along with the Board, is responsible for reviewing on an annual basis the requisite skills and characteristics of Board members and nominees to the Board. The Governance Committee considers, among other factors:

high ethical standards

integrity

independence

experience

sound business judgment

ability to devote the time and effort necessary to fulfill his or her responsibilities to the Board. The Board and the Governance Committee require that each director be a person of high integrity with a proven record of success. The Board does not have specific diversity quotas, but considers race, ethnicity, gender, age, education and professional experiences in evaluating candidates for the Board.

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**INDIVIDUAL QUALIFICATIONS FOR DIRECTORS**

The Board believes that a number of particular qualifications, attributes, skills and experiences are desirable for the Board as a whole. These include:

financial and audit committee experience

knowledge of the company's industry and related industries

relevant chief executive officer/president experience

government or political expertise

human resources experience

diversity of race, ethnicity or gender

**NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS:**

**TERMS EXPIRING IN 2017**

**O.B. GRAYSON HALL, JR.**

**Director Since 2014**

**Age: 56**

Chairman, President and Chief Executive Officer of Regions Financial Corporation, Birmingham, Alabama (one of the nation's largest full-service providers of consumer and commercial banking, wealth management, mortgage and insurance products and services), since May 2013. Prior to that he served as President and Chief Executive Officer (April 2010 – May 2013) and Vice Chairman (2008-2010).

**OTHER PUBLIC COMPANY DIRECTORSHIPS:**

Regions Financial Corporation; Zep, Inc.

**COMMITTEE MEMBERSHIPS:**

Finance; Governance

**SKILLS AND QUALIFICATIONS:**

Mr. Hall is Chairman, President and Chief Executive Officer of Regions Financial Corporation and leads the company's Executive Council. Regions Financial is the 10 largest commercial bank in the United States. Mr. Hall graduated from the University of South, Sewanee, Tennessee, with a bachelor's degree in economics. He also received a master's degree in business administration from the University of Alabama, Tuscaloosa, Alabama. Additionally, he is a graduate of the Stonier Graduate School of Banking, University of Pennsylvania. Mr. Hall serves on the Board of Directors of Regions Financial Corporation, and also Zep, Inc., where he serves on the Compensation Committee and the Nominating and Corporate Governance Committee. He is also active in many civic and leadership organizations, including the Economic Development Partnership of Alabama, Birmingham Business Alliance and Children's of Alabama. Mr. Hall's knowledge in running a publicly-traded company, as well as his extensive background in banking and finance, make him well qualified to be a member of our Board.



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**DONALD M. JAMES**

**Director Since 1996**

**Age: 65**

Chairman and Chief Executive Officer of Vulcan since May 1997.

**OTHER PUBLIC COMPANY DIRECTORSHIPS:**

The Southern Company; Wells Fargo & Company.

**COMMITTEE MEMBERSHIPS:**

Executive

**SKILLS AND QUALIFICATIONS:**

Mr. James has served as our Chief Executive Officer since 1997. He has extensive leadership, management, operating, financial and legal experience and knowledge of our company. Before he was CEO, Mr. James served as President of our Southern and Gulf Coast Division, as Senior Vice President, Construction Materials Group and as Chief Operating Officer, giving him first-hand operational knowledge of our industry. Mr. James has also assumed leadership positions in aggregates industry and general business trade groups, including the National Stone, Sand & Gravel Association, exposing him to the important issues facing the aggregates industry. Mr. James also has experience serving on the boards of a number of other large public companies, including Wells Fargo & Company and the Southern Company. Mr. James also serves on a number of civic and leadership boards, including Boy Scouts of Central Alabama, U.S. Chamber of Commerce, and the Economic Development Partnership of Alabama, Inc. Mr. James' extensive industry knowledge and significant tenure with the company make him well-qualified to serve on our Board.

**JAMES T. PROKOPANKO**

**Director Since 2009**

**Age: 60**

President and Chief Executive Officer of The Mosaic Company, Plymouth, Minnesota (a leading producer and marketer of concentrated phosphate and potash crop nutrients for the global agriculture industry) since January 2007.

**OTHER PUBLIC COMPANY DIRECTORSHIPS:**

The Mosaic Company.

**COMMITTEE MEMBERSHIPS:**

Compensation; Governance.

**SKILLS AND QUALIFICATIONS:**

Mr. Prokopanko has been Chief Executive Officer of Mosaic since 2007 and was with Cargill, Inc. prior to that. His management experience provides the Board with valuable insight into business, leadership and management issues. Additionally, Mr. Prokopanko brings considerable knowledge of issues facing a company engaged in the mineral extraction industry. Mr. Prokopanko has a bachelor's degree in computer science from the University of Manitoba and an MBA from the University of Western Ontario. Mr. Prokopanko's experience and knowledge makes him well qualified to be a member of our Board.

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**KATHLEEN WILSON-THOMPSON**

**Director Since 2009**

**Age: 56**

Senior Vice-President and Chief Human Resources Officer of Walgreen Co., Deerfield, Illinois (drugstore chain) since January 2010; Senior Vice-President, Global Human Resources of The Kellogg Company, Battle Creek, Michigan (a retail food manufacturer and distributor), from July 2005 until January 2010.

**COMMITTEE MEMBERSHIPS:**

Finance; Safety, Health and Environmental Affairs.

**SKILLS AND QUALIFICATIONS:**

Ms. Wilson-Thompson joined Walgreens in January 2010. She held several positions for Kellogg from 1992 to 2009 and left the company as senior vice president of global human resources. She also worked as vice president and staff counsel of litigation and banking law for Michigan National Corporation in Farmington Hills, Michigan, from 1986 to 1991. Ms. Wilson-Thompson earned a bachelor's degree in literature from the University of Michigan in Ann Arbor in 1979, a Juris Doctorate in 1982 and a master of law in corporate and finance law in 1996, both from Wayne State University in Detroit. Ms. Wilson-Thompson serves on the NAACP Special Contributions Fund Board of Trustees. She was also named by Black Enterprise Top 100 Most Powerful Executives in Corporate America. As a result of her service as Senior Vice-President in Human Resources at both Walgreens and Kellogg, Ms. Wilson-Thompson brings to the Board valuable experience in managing personnel, human resource and organization issues that face a labor-intensive workforce, making her well qualified to be a member of our Board.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES NAMED ABOVE.**



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**DIRECTORS CONTINUING IN OFFICE:**

**TERMS EXPIRING IN 2015**

**PHILLIP W. FARMER**

**Director Since 1999**

**Age: 75**

Retired; Chairman of the Board of Harris Corporation, Melbourne, Florida (an international communications equipment company), from February 2003 until June 2003; Chairman and Chief Executive Officer from June 1995 to February 2003.

**COMMITTEE MEMBERSHIPS:**

Audit; Governance.

**SKILLS AND QUALIFICATIONS:**

Mr. Farmer is the retired Chairman, President, and Chief Executive Officer of Harris Corporation, an international communications equipment company headquartered in Melbourne, Florida. His career at Harris spanned more than twenty-one years following twenty years of employment at General Electric Company. He is a graduate of Duke University with a Bachelor of Science degree in Mathematics. In addition to Vulcan's Board, Mr. Farmer also serves on the Board of two not-for-profit organizations in Melbourne, Florida. He is Chairman of the Board of Trustees of Florida Institute of Technology, a private technical university. He is also Chairman of the Board of Directors of the King Center for the Performing Arts. Mr. Farmer's extensive management and financial background makes him well qualified to serve on our Board.

**H. ALLEN FRANKLIN**

**Director Since 2001**

**Age: 69**

Retired; Chairman of Southern Company, Atlanta, Georgia (a super-regional energy company in the Southeast and a leading U.S. producer of energy), from April 2004 until July 2004; Chairman, President and Chief Executive Officer from April 2001 to April 2004.

**COMMITTEE MEMBERSHIPS:**

Compensation; Executive; Safety, Health and Environmental Affairs.

**SKILLS AND QUALIFICATIONS:**

Mr. Franklin is the retired Chairman, President and Chief Executive Officer of Southern Company. Southern Company is one of the largest producers of electricity in the United States. Mr. Franklin received a bachelor's degree in electrical engineering from the University of Alabama, a Master of Science degree in electrical engineering from the University of Alabama