

Vulcan Materials CO
Form 424B2
June 11, 2009

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To the extent the underwriters sell more than 11,500,000 shares of common stock, the underwriters have the option to purchase up to an additional 1,725,000 shares from us at the initial public offering price less the underwriting discount.

The underwriters expect to deliver the common stock in book-entry form only, through the facilities of The Depository Trust Company, against payment in New York, New York on or about June , 2009.

Joint Book-Running Managers

Goldman, Sachs & Co.

Merrill Lynch & Co.

J.P.Morgan

Wachovia Securities

Prospectus Supplement dated June , 2009.

Although we have historically declared cash dividends on our common stock, we are not required to do so and our board of directors may reduce, defer or eliminate our common stock dividend in the future. In connection with this offering, we announced that our board of directors intends to reduce any quarterly

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the issuance or transfer to an interested shareholder or any affiliate or associate of the interested shareholder of 5% or more of the aggregate market value of the stock of the corporation.

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Company, 1200 Urban Center Drive, Birmingham, Alabama 35242, Attention: Jerry F. Perkins, Jr., Secretary.

specified in a prospectus supplement. We may conduct concurrent or additional financings at any time.

of any transfer agent designated by us. No service charge applies for any registration of transfer or exchange of debt securities, but the holder may have to pay any tax or other governmental charge associated with registration of transfer or exchange. The transfer or exchange will be made after the security registrar or the transfer agent is satisfied with the documents of title and the identity of the person making the request. We have appointed Citibank, N.A. as security registrar and transfer agent. (Section 305) Any security

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Vulcan Materials Company

11,500,000 Shares

Common Stock

Goldman, Sachs & Co.

Merrill Lynch & Co.

J.P.Morgan

Wachovia Securities