Vulcan Materials CO Form 3 November 28, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and A Person * BAKER. | | orting | 2. Date of Event Requiring Statement (Month/Day/Year) | | 3. Issuer Name and Ticker or Trading Symbol Vulcan Materials CO [VMC] | | | | | |
|---|---------|----------|---|---|---|--|--|--|--|--|
| (Last) | (First) | (Middle) | 11/19/2007 | 1 | 4. Relationsh Person(s) to l | ip of Reporting | 5. If Amendment, Date Original Filed(Month/Day/Year) | | | |
| 1200 URBAN CENTER DRIVE (Street) BIRMINGHAM, AL 35242 | | | | | (Check all applicable) _X_ Director 10% Owner Officer Other (give title below) (specify below) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | | Table I - N | Non-Derivative Securities Beneficially Owned | | | | | |
| 1.Title of Secur (Instr. 4) | rity | | | 2. Amount o Beneficially (Instr. 4) | | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Na Owne (Instr | | | |
| Common Sto | ock | | | 429,117 | | I | See | footnote 1 (1) | | |
| Common Sto | ock | | | 23,106 | | D | Â | | | |
| Common Sto | ock | | | 14,451 | | I | See | footnote 2 (2) | | |
| Common Sto | ock | | | 2,758,037 | | I | See | footnote 3 (3) | | |
| Common Sto | ock | | | 8,730 | | I | See | footnote 4 (4) | | |
| Common Stock | | | | 15,420 | | I | See | ee footnote 5 (5) | | |
| Common Stock | | | | 15,420 | | I | See | ee footnote 6 (6) | | |
| Common Sto | ock | | | 3,306 | | I | See | footnote 7 (7) | | |
| Common Sto | ock | | | 16,180 | | I | By v | vife's living trust | | |
| Common Stock | | | | 15,606 | | I | See | See footnote 8 (8) | | |
| Common Stock | | | | 7,634 | | I | See | See footnote 9 (9) | | |

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| Common Stock | 311,856 | I | See footnote $10 \frac{(10)}{}$ |
|--------------|---------|---|---------------------------------|
| Common Stock | 182 | I | See footnote 11 (11) |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security | 2. Date Exercisable and | | 3. Title and Amount of | | 4. | 5. | Nature of Indirect |
|---------------------------------|-------------------------|-----|------------------------|------------------------|-------------|---------------------------|--------------------------------------|
| (Instr. 4) | Expiration D | ate | Securities Underlying | | Conversion | Ownership | Beneficial Ownership |
| | (Month/Day/Year) | | Derivative Security | | or Exercise | Form of | (Instr. 5) |
| | | | (Instr. 4) | | Price of | Derivative | |
| | Date Exercisable | | | | Derivative | Security: | |
| | | | | Amount or Number of | Security | Direct (D) or Indirect | |
| | | | Title | | | | |
| | | | Title | | | (I) | |
| | | | | Shares | | (Instr. 5) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| · · · · · · · · · · · · · · · · · · · | Director | 10% Owner | Officer | Other | | |
| BAKER JOHN D II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | ÂX | Â | Â | Â | | |

Signatures

/S/ AMY M. TUCKER, ATTORNEY-IN-FACT

11/27/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Shares held by John D. Baker II Living Trust for which the reporting person serves as trustee.
- Shares held by separate trust created under the Cynthia L. Baker Trust, U/A/D April 30, 1965, of which the reporting person is a trustee and an income beneficiary. The reporting person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- Shares held by Baker Holdings, L.P. The reporting person shares voting and dispositive power over all the shares held by Baker Holding, L.P. and has a pecuniary interest in a portion of the shares. The reporting person disclaims beneficial interest in these shares except to the extent of his pecuniary interest therein.
- Shares held by Edward L. Baker II Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims beneficial interest in these shares.
- (5) Shares held by John D. Baker III Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's son, John D. Baker III. The reporting person disclaims beneficial interest in these shares.

Reporting Owners 2

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- Shares held by Susan Anne Baker Irrevocable Trust. The trust is administered by the reporting person's brother as trustee and is for the benefit of the reporting person's daughter, Susan Anne Baker. The reporting person disclaims beneficial interest in these shares.
- (7) Shares held as beneficiary of the Florida Rock Industries, Inc. Employee Benefit Plan (TRAESOP).
- (8) Shares held by John D. Baker II Irrevocable Trust #1. This trust is administered by an independent trustee and is for the benefit of the reporting person's spouse and children. The reporting person disclaims any beneficial interest in these shares.
- (9) Shares held by John D. Baker II Irrevocable Trust #2. This trust is administered by an independent trustee and is for the benefit of the reporting person's son, Edward L. Baker II. The reporting person disclaims any beneficial interest in these shares.
- (10) Shares held by the Crusher Run Partners, LP Charitable Remainder Unitrust. This trust is administered by John D. Baker II as trustee. The reporting person disclaims beneficial interest in the contributed shares, except to the extent of his pecuniary interest therein.
- (11) Shares are held by the reporting person's wife, Anne Doris Baker.

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Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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.