

Vulcan Materials CO  
Form 8-K  
December 12, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 12, 2011

VULCAN MATERIALS COMPANY  
(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction of  
incorporation)

001-33841  
(Commission File Number)

20-8579133  
(IRS Employer Identification No.)

1200 Urban Center Drive  
Birmingham, Alabama 35242

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(Address of principal executive offices) (zip code)

(205) 298-3000

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Registrant's telephone number, including area code:

Not Applicable

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(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On December 12, 2011, the Company issued a “stop-look-and-listen” press release with respect to an unsolicited offer from Martin Marietta Materials. The press release is attached as an exhibit to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(c)

Exhibits:

ExhibitNo. Description

99.1 Press Release dated December 12, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vulcan Materials Company

Date: December 12, 2011

By: /s/ Robert A. Wason IV  
Robert A. Wason IV

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