Vulcan Materials CO Form 3 January 10, 2017

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Vulcan Materials CO [VMC] Thorpe S Martin (Month/Day/Year) 01/01/2017 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O VULCAN MATERIALS (Check all applicable) COMPANY, Â 1200 URBAN CENTER DRIVE 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) President, Mideast Division _X_ Form filed by One Reporting Person BIRMINGHAM, ALÂ 35242 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Ownership Beneficially Owned Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 1,903 D Â Common Stock (401(k)) 1.531.1 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and
(Instr. 4)
Expiration Date
(Month/Day/Year)
Securities Underlying
Derivative Security
One Exercise

4. 5. 6. Nature of
Conversion
Ownership
Ownership

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			(Instr. 4)		Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Share Units	02/09/2017	(1)	Common Stock	570	\$ <u>(1)</u>	D	Â
Performance Share Units	12/31/2017	(2)	Common Stock	540	\$ <u>(2)</u>	D	Â
Performance Share Units	12/31/2018	(3)	Common Stock	890	\$ (3)	D	Â
Performance Share Units	12/31/2019	(4)	Common Stock	460	\$ <u>(4)</u>	D	Â
Stock Appreciation Right	02/11/2011(5)	02/11/2020	Common Stock	1,470	\$ 43.05	D	Â
Stock Appreciation Right	03/01/2012(5)	03/01/2021	Common Stock	710	\$ 43.63	D	Â
Stock Appreciation Right	02/07/2014(5)	02/07/2023	Common Stock	570	\$ 55.41	D	Â
Stock Appreciation Right	02/13/2015(5)	02/13/2024	Common Stock	540	\$ 66	D	Â
Stock Appreciation Right	02/12/2016(5)	02/12/2025	Common Stock	890	\$ 79.41	D	Â
Restricted Stock Unit (6)	02/12/2020	02/12/2026	Common Stock	460	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
Thorpe S Martin C/O VULCAN MATERIALS COMPANY 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242	Â	Â	President, Mideast Division	Â	

Signatures

/s/ C. Samuel Todd, Attorney-in-Fact

**Signature of Reporting Person

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).

Date

Reporting Owners 2

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Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2013 and ended on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee, which is currently expected to be February 9, 2017. The fair

market value of the award is not determinable until the payment date.

Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2014 and ends on December 31, 2017. At the end of the Performance Period, the Compensation Committee determines the

- (2) amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.
 - Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2015 and ends on December 31, 2018. At the end of the Performance Period, the Compensation Committee determines the
- (3) amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.
 - Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award began on January 1, 2016 and ends on December 31, 2019. At the end of the Performance Period, the Compensation Committee determines the
- (4) amount based on Company performance relative to the S&P 500 Index, of which the Company is a member. The payment is made 100% in stock on a payment date determined by the Compensation Committee. The fair market value of the award is not determinable until the payment date.
- (5) The Stock Appreciation Right vests in four equal annual installments beginning on this date.
- (6) Each Restricted Stock Unit represents a contingent right to receive one share of Vulcan common stock.

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.