

Vulcan Materials CO
Form 4
August 25, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 Person *
KHAN EJAZ A

(Last) (First) (Middle)
1200 URBAN CENTER DRIVE
(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Vulcan Materials CO [VMC]

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Controller & CIO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/23/2016 | | M | 8,570 | A \$ 109.2 | 31,128 ⁽¹⁾ | D |
| Common Stock | 08/23/2016 | | F ⁽²⁾ | 8,200 | D \$ 118.91 | 22,928 | D |
| Common Stock (401(k)) | | | | | | 19,874.6622 | D |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Stock Appreciation Right | \$ 109.2 | 08/23/2016 | | M | 8,570 | 02/08/2008 02/18/2017 | Common Stock | | |
| Performance Share Units | (3) | | | | | 12/31/2016 (3) | Common Stock | | |
| Performance Share Units | (4) | | | | | 12/31/2017 (4) | Common Stock | | |
| Performance Share Units | (5) | | | | | 12/31/2018 (5) | Common Stock | | |
| Performance Share Units | (6) | | | | | 12/31/2019 (6) | Common Stock | | |
| Stock Appreciation Right | \$ 43.05 | | | | | 02/11/2011 02/11/2020 | Common Stock | | |
| Stock Appreciation Right | \$ 43.63 | | | | | 03/01/2012 03/01/2021 | Common Stock | | |
| Stock Appreciation Right | \$ 47.47 | | | | | 02/12/2010 02/12/2019 | Common Stock | | |
| Stock Appreciation Right | \$ 55.41 | | | | | 02/07/2014 02/07/2023 | Common Stock | | |
| Stock Appreciation Right | \$ 66 | | | | | 02/13/2015 02/13/2024 | Common Stock | | |
| Stock Appreciation Right | \$ 70.69 | | | | | 02/07/2009 02/07/2018 | Common Stock | | |

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| | | | | |
|-----------------------------------------|----------|------------|------------|------------------|
| Stock Appreciation Right | \$ 79.41 | 02/12/2016 | 02/12/2025 | Common Stock |
| Stock Appreciation Right | \$ 92.02 | 02/12/2017 | 02/12/2026 | Common Stock |
| Phantom Stock (Deferred Compensation) | (7) | (7) | (7) | Common Stock |
| Phantom Stock (Deferred Comp DSUs/PSUs) | (9) | (9) | (9) | Common Stock 10, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KHAN EJAZ A 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | | | VP, Controller & CIO | |

Signatures

/s/ Jerry F. Perkins Jr.,
 Attorney-in-Fact 08/25/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Includes 15,209 shares held jointly by the reporting person and his spouse in joint brokerage accounts.
- (2) Represents shares sold (for tax-withholding purposes and to cover the cost of the options) pursuant to the exercise of Stock-Only Stock Appreciation Rights previously granted.
- (3) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2013 and ends on December 31, 2016. At the end of the Performance Period, the Compensation Committee determines the payment 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.
- (4) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2014 and ends on December 31, 2017. At the end of the Performance Period, the Compensation Committee determines the payment 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) Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2015 and ends on December 31, 2018. At the end of the Performance Period, the Compensation Committee determines the payment 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.

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Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2016 and ends on December 31, 2019. At the end of the Performance Period, the Compensation Committee determines the

- (6) payment 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.

Each share of phantom stock is the economic equivalent of one share of Vulcan common stock. Shares of phantom stock are payable in

- (7) cash following the reporting person's termination of employment with Vulcan and may be transferred into an alternative investment account at any time.
- (8) Amount reflects an exempt transaction that occurred since the reporting person's prior Form 4.
- (9) The units are to be settled in Vulcan common stock following the year of retirement of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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