

Vulcan Materials CO
Form DEF 14A
March 28, 2014
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SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Vulcan Materials Company

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(I)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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DEAR FELLOW SHAREHOLDER:

I would like to extend a personal invitation for you to join us at our Annual Meeting of Shareholders on Friday, May 9, 2014, at 9:00 a.m., Central Daylight Time, at the company headquarters, 1200 Urban Center Drive, Birmingham, Alabama 35242.

At the meeting, you will be asked to elect four Vulcan directors and to vote on several other proposals more fully described in the accompanying notice and proxy statement. We hope that you will attend the meeting. However, whether or not you plan to attend the meeting, we encourage you to vote by proxy.

For your convenience, you can vote your proxy in one of the following ways:

Use the Internet at the web address shown on your proxy card;

Use the telephone number shown on your proxy card; or

Complete, sign, date and return the enclosed proxy card in the postage-paid envelope provided. Instructions regarding each method of voting are contained in the proxy statement and on the proxy card. If you attend the Annual Meeting and desire to vote your shares personally rather than by proxy, you may withdraw your proxy at any time before it is exercised. **Your vote is important. Whether you own one share or many, your prompt vote is greatly appreciated.**

Thank you for your ongoing support and continued interest in Vulcan.

March 28, 2014

Sincerely yours,

DONALD M. JAMES

Chairman and Chief Executive Officer

THIS PROXY STATEMENT AND PROXY CARD ARE BEING DISTRIBUTED ON OR ABOUT MARCH 28, 2014.

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1200 Urban Center Drive

Birmingham, Alabama 35242

NOTICE OF 2014 ANNUAL MEETING OF SHAREHOLDERS

Friday, May 9, 2014

9:00 a.m., Central Daylight Time

TO OUR SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the 2014 Annual Meeting of Shareholders of Vulcan Materials Company will be held at the company headquarters, 1200 Urban Center Drive, Birmingham, Alabama 35242, on Friday, May 9, 2014, at 9:00 a.m., Central Daylight Time, for the following purposes:

To elect four nominees as directors;

To vote on an advisory basis on the compensation of our named executive officers;

To approve the Executive Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code;

To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2014; and

To conduct such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

Only shareholders of record as of the close of business on March 12, 2014 are entitled to receive notice of, to attend and to vote at the Annual Meeting. Whether or not you plan to attend, we urge you to review these materials carefully and to vote by Internet, telephone or by submitting your proxy card.

March 28, 2014

By Order of the Board of Directors,

JERRY F. PERKINS, JR.

Secretary

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GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

WHY AM I RECEIVING THESE MATERIALS?

This proxy statement is furnished in connection with the solicitation by our Board of Directors of proxies to be voted at the 2014 Annual Meeting of Shareholders for the purposes set forth in the accompanying notice, and at any adjournments or postponements thereof. This proxy statement is being sent to all shareholders of record as of the close of business on March 12, 2014 for use at the 2014 Annual Meeting of Shareholders. This proxy statement, the accompanying proxy card and our 2013 Annual Report to Shareholders are being first mailed or made available to our shareholders on or about March 28, 2014. The meeting will be held at the company headquarters, 1200 Urban Center Drive, Birmingham, Alabama 35242 on Friday, May 9, 2014, at 9:00 a.m. Central Daylight Time.

WHY DID I RECEIVE A NOTICE IN THE MAIL REGARDING THE INTERNET AVAILABILITY OF THE PROXY MATERIALS INSTEAD OF A PAPER COPY OF THE PROXY MATERIALS?

We are using the Securities and Exchange Commission's rule that allows companies to furnish their proxy materials over the Internet. As a result, we are mailing to many of our shareholders a notice about the Internet availability of proxy materials instead of a paper copy of the proxy materials. All shareholders receiving the notice will have the ability to access the proxy materials over the Internet and may request to receive a paper copy of the proxy materials by mail.

HOW CAN I ACCESS THE PROXY MATERIALS OVER THE INTERNET OR OBTAIN A PAPER COPY?

Your notice about the Internet availability of the proxy materials, proxy card or voting instruction card will contain instructions on how to:

view our proxy materials for the 2014 Annual Meeting of Shareholders on the Internet; and

obtain a paper copy of the proxy materials by mail

In addition, the notice contains instructions on how shareholders may request to receive proxy materials in printed form by mail or electronically on an ongoing basis.

Your notice will also provide instructions on how to receive your future proxy materials electronically. If you choose to receive future proxy materials electronically, we will provide instructions, containing a link to the website where those materials are available and a link to the proxy voting website. Your election to receive proxy materials electronically will remain in effect until you revoke it.

WHAT SHOULD I DO IF I RECEIVE MORE THAN ONE NOTICE ABOUT THE INTERNET AVAILABILITY OF THE PROXY MATERIALS OR MORE THAN ONE PAPER COPY OF THE PROXY MATERIALS?

You may receive more than one notice of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you may receive a separate notice or a separate voting instruction card for each brokerage account in which you hold shares. If you are a shareholder of record and your shares are registered in more than one name, you may receive more than one notice or more than one

proxy card. To vote all of your shares by proxy,

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you must either (i) complete, date, sign and return each proxy card and voting instruction card that you receive or (ii) vote over the Internet or telephone the shares represented by each notice that you receive (unless you have requested and received a proxy card or voting instruction card for the shares represented by one or more of the notices).

WHAT PROPOSALS ARE TO BE PRESENTED AT THE ANNUAL MEETING?

The purpose of the Annual Meeting is to (i) elect four nominees as directors, (ii) vote on an advisory basis on the compensation of our named executive officers (NEOs), (iii) approve Vulcan's Executive Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code), (iv) to ratify the appointment of Deloitte & Touche LLP as Vulcan's independent registered public accounting firm for 2014, and (v) conduct such other business as may properly come before the Annual Meeting or any adjournments or postponements thereof.

WHO CAN ATTEND THE ANNUAL MEETING?

Only shareholders of Vulcan as of the close of business on March 12, 2014 (the record date for the Annual Meeting), their authorized representatives and invited guests of our company will be permitted to attend the Annual Meeting. Proof of ownership of Vulcan common stock as of the record date, along with personal identification (such as a driver's license or passport), must be presented in order to be admitted to the Annual Meeting. If your shares are held in the name of a bank, broker, trustee or nominee and you plan to attend the Annual Meeting in person, you must bring a brokerage statement, and a legal proxy from your bank, broker, trustee or nominee entitling you to vote the shares held as of the record date at the Annual Meeting, along with personal identification, to be admitted to the Annual Meeting. No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the Annual Meeting.

WHO IS ENTITLED TO VOTE?

All of our shareholders as of the record date, March 12, 2014, will be entitled to vote at the 2014 Annual Meeting of Shareholders. As of the close of business on that date, approximately 130,708,637 shares were outstanding and entitled to vote. Each share of common stock is entitled to one vote on each matter properly brought before the meeting. Our amended and restated by-laws do not provide for cumulative voting and, accordingly, our shareholders do not have cumulative voting rights with respect to the election of directors.

WHAT CONSTITUTES A QUORUM FOR THE ANNUAL MEETING?

A majority of the issued and outstanding shares of the common stock entitled to vote, represented in person or by proxy, is required to constitute a quorum.

WHAT IS THE DIFFERENCE BETWEEN A SHAREHOLDER OF RECORD AND A BENEFICIAL HOLDER OF SHARES?

If your common stock is held directly in your name with our transfer agent, Computershare Shareowner Services, you are considered a shareholder of record with respect to those shares. If this is the case, the notice or proxy materials have been sent or provided directly to you.

If your common stock is held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial holder of the shares held for you in what is known as street name. If this is the case, the notice card or proxy materials should have been forwarded to you by your brokerage firm, bank or other nominee, or their agent, which is

considered the shareholder of record with respect to these shares. As a beneficial holder, you have the right to direct your bank, broker, trustee or nominee

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on how to vote the shares by using the voting instruction card or by following their instructions for voting by telephone or internet.

HOW DO I VOTE?

Proxies are solicited to give all shareholders who are entitled to vote on the matters that come before the meeting the opportunity to vote their shares whether or not they attend the meeting in person. You can vote by one of the following manners:

By Internet Shareholders of record may submit proxies over the Internet by following the instructions on the proxy card. Shareholders who are beneficial owners may vote by Internet by following the instructions on the voting instruction card sent to them by their bank, broker, trustee or nominee.

By Telephone Shareholders of record who live in the United States or Canada may submit proxies by telephone by calling the toll-free number on your proxy card and following the instructions. Shareholders of record will need to have the control number that appears on their proxy card available when voting. In addition, beneficial owners of their shares living in the United States or Canada and who have received a voting instruction card by mail from their bank, broker, trustee or nominee may vote by phone by calling the number specified on the voting instruction card. Those shareholders should check the voting instruction card for telephone voting availability.

By Mail Shareholders of record who have received a paper copy of a proxy card by mail may submit proxies by completing, signing and dating their proxy card and mailing it in the accompanying pre-addressed envelope. Shareholders who are beneficial owners who have received a voting instruction card from their bank, broker or nominee may return the voting instruction card by mail as set forth on the card.

In Person Shareholders of record may vote shares held in their name in person at the Annual Meeting. You also may be represented by another person at the Annual Meeting by executing a proper proxy designating that person. Shares for which a shareholder is the beneficial holder but not the shareholder of record may be voted in person at the Annual Meeting only if such shareholder is able to obtain a legal proxy from the bank, broker or nominee that holds the shareholder's shares, indicating that the shareholder was the beneficial holder as of the record date and the number of shares for which the shareholder was the beneficial owner on the record date.

Shareholders are encouraged to vote their proxies by Internet, telephone or completing, signing, dating and returning a proxy card or voting instruction card, but not by more than one method. If you vote by more than one method, or vote multiple times using the same method, only the last-dated vote that is received by the inspector of election will be counted, and each previous vote will be disregarded.

If you receive more than one set of proxy materials or more than one proxy card or voting instruction card, it may mean that you hold shares of Vulcan stock in more than one account. You must return a proxy or voting instruction card or vote using one of the methods described above for EACH account in which you own shares.

HOW MANY VOTES ARE REQUIRED TO PASS EACH OF THE PROPOSALS?

The votes required to approve each matter to be considered by Vulcan's shareholders at the Annual Meeting are set forth below:

Proposal 1 Election of Directors: Each Vulcan shareholder has the right to vote each share of stock owned by such shareholder on the record date for four director nominees. Cumulative voting is not permitted. To be elected, a director-nominee must receive a majority of the votes cast at the Annual

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Meeting. Abstentions and broker non-votes will not be counted as votes cast for such purposes and, therefore, will have no effect on the results of the election.

Proposal 2 Advisory Vote on Executive Compensation: The affirmative vote of a majority of the votes cast on this proposal is required to approve, on an advisory basis, the compensation of the executives set forth in this proxy statement. Abstentions and broker non-votes will have no effect on the results of this vote.

Proposal 3 Approval of the Executive Incentive Plan: The affirmative vote of a majority of the votes cast on this proposal is required to approve the Executive Incentive Plan. Abstentions and broker non-votes will have no effect on the results of the vote.

Proposal 4 Ratification of Selection of Deloitte & Touche LLP: The affirmative vote of a majority of the votes cast on this proposal is required to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for 2014. Abstentions and broker non-votes, if any, will have no effect on the results of this vote.

WHO IS SOLICITING MY VOTE?

Our Board of Directors is soliciting your vote for matters being submitted for shareholder approval at the Annual Meeting.

Giving us your proxy means that you authorize the proxy holders identified on the proxy card to vote your shares at the meeting in the manner you direct. If you sign and return the enclosed proxy card but do not specify how your shares are to be voted, your shares will be voted in accordance with the recommendations of the Vulcan Board. If any other matters are properly presented at the Annual Meeting for consideration, the persons named as proxies in the proxy card will vote as recommended by the Vulcan Board or, if no recommendation is given, in their own discretion.

HOW DOES THE VULCAN BOARD RECOMMEND SHAREHOLDERS VOTE?

The Vulcan Board recommends that you vote:

FOR the election of the following four individuals nominated by the Board as directors: O.B. Grayson Hall, Jr., Donald M. James, James T. Prokopanko and Kathleen Wilson-Thompson;

FOR approval of the compensation of our principal executive officer, principal financial officer and our four other most highly compensated executive officers (NEOs);

FOR the approval of the Executive Incentive Plan; and

FOR the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2014.

WILL MY SHARES BE VOTED IF I DO NOTHING?

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If you are a shareholder of record, you must sign and return a proxy card, submit your proxy by telephone or Internet, or attend the Annual Meeting in person, in order for your shares to be voted.

If your common stock is held through a broker, bank or other nominee, you will receive instructions from such entity that you must follow in order to have your shares voted. You must instruct the broker how to vote your shares. If you do not provide voting instructions, your shares will not be voted on any proposal on which the broker, bank or other nominee does not have discretionary authority to vote. This is called a broker non-vote. In these cases, the broker, bank or nominee can register your shares as being present at the Annual Meeting for purposes of determining the presence of a quorum but will not be

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able to vote on those matters for which specific authorization is required under the rules of the New York Stock Exchange.

If you are a beneficial owner whose shares are held of record by a broker, bank or nominee, then your broker, bank or nominee has discretionary voting authority under NYSE rules to vote your shares on the ratification of the appointment of Deloitte & Touche LLP as Vulcan's independent registered public accounting firm for 2014, even if the broker, bank or nominee does not receive voting instructions from you. However, your broker, bank or nominee does not have discretionary authority to vote on (i) the election of the four nominees as directors, (ii) the advisory approval of compensation of our NEOs, or (iii) the proposal to approve our Executive Incentive Plan.

HOW CAN I REVOKE MY PROXY?

If you are a shareholder of record, you may revoke your proxy at any time before it is voted at the meeting by taking one of the following actions:

by giving written notice of the revocation prior to the commencement of the Annual Meeting to: Corporate Secretary, Vulcan Materials Company, 1200 Urban Center Drive, Birmingham, Alabama 35242;

by executing and delivering another valid proxy with a later date;

by voting by telephone or Internet at a later date; or

by attending the 2014 Annual Meeting of Shareholders and voting in person by written ballot, if you are a shareholder of record or, if you are a beneficial owner of your shares, with a legal proxy from the entity that holds your shares giving you the right to vote the shares.

If you are a beneficial owner of your shares and you vote by proxy, you may change your vote by submitting new voting instructions to your bank, broker or nominee in accordance with that entity's procedures.

If you vote the same shares by more than one method or vote multiple times with respect to the same shares using the same method, only the last-dated vote that is received will be counted, and each previous vote will be disregarded.

IS MY VOTE CONFIDENTIAL?

Proxy instructions, ballots and voting tabulations that identify individual shareholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within our company or to third parties, except: (1) as necessary to meet applicable legal requirements; (2) to allow for the tabulation of votes and certification of the vote; and (3) to facilitate a successful proxy solicitation.

WHO WILL PAY FOR THE COSTS INVOLVED IN THE SOLICITATION OF PROXIES?

Vulcan is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing the notices and these proxy materials and soliciting votes. In addition to the mailing of notices and these proxy materials, the solicitation of proxies or votes may be made in person or by telephone or email by directors,

officers, or regular employees of Vulcan. In addition, Vulcan has engaged MacKenzie Partners, Inc. to act as its proxy solicitor and has agreed to pay it approximately \$9,500 plus reasonable fees and expenses for such services.

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WHAT IS HOUSEHOLDING AND HOW DOES IT AFFECT ME?

We have adopted a procedure, approved by the Securities and Exchange Commission (the SEC), called householding. Under this procedure, shareholders of record who have the same address and last name and do not participate in electronic delivery of proxy materials or in notice and access will receive only one copy of this Notice of Annual Meeting and Proxy Statement and the 2013 Annual Report to Shareholders, unless we are notified that one or more of these shareholders wishes to continue receiving individual copies. If you and other Vulcan shareholders living in your household do not have the same last name, you also may request to receive only one copy of future proxy statements and annual reports to shareholders.

Householding reduces our printing costs and postage fees and conserves natural resources. Shareholders who participate in householding will continue to receive separate proxy cards.

If you are eligible for householding but you and other shareholders of record with whom you share an address currently receive multiple copies of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, or if you hold Vulcan stock in more than one account, and in either case you wish to receive only a single copy of each document for your household, please obtain instructions by contacting us at the following address or phone number: Vulcan Materials Company, 1200 Urban Center Drive, Birmingham, Alabama 35242, Attention: Mark D. Warren, Director, Investor Relations, phone: (205) 298-3200.

If you participate in householding and wish to receive a separate copy of this Notice of Annual Meeting and Proxy Statement and any accompanying documents, please contact us at the address or phone number as indicated above and a separate copy will be sent to you promptly. If you do not wish to continue to participate in householding and prefer to receive separate copies of these documents in the future, please contact us at the address or phone number as indicated above.

If you are a beneficial owner, you can request information about householding from your broker, bank or other holder of record.

COULD OTHER MATTERS BE DECIDED AT THE ANNUAL MEETING?

As of the mailing date of this Proxy Statement, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement.

If you return your signed and completed proxy card or vote by telephone or Internet and other matters are properly presented at the Annual Meeting for consideration, your shares will be voted as the Board of Directors recommends.

WHERE CAN I FIND THE VOTING RESULTS OF THE ANNUAL MEETING?

The preliminary voting results will be announced at the Annual Meeting of Shareholders. The final voting results will be reported in a Current Report on Form 8-K filed with the SEC within four business days of the Annual Meeting and posted on our website.

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WHOM SHOULD I CALL IF I HAVE QUESTIONS ABOUT THE ANNUAL MEETING?

If you have any questions or need any assistance in voting your shares, please contact our proxy solicitor, whose information is listed below:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Telephone: (212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

proxy@MacKenziePartners.com

A COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2013 WILL BE PROVIDED TO YOU WITHOUT CHARGE UPON WRITTEN REQUEST TO MARK D. WARREN, DIRECTOR, INVESTOR RELATIONS, VULCAN MATERIALS COMPANY, 1200 URBAN CENTER DRIVE, BIRMINGHAM, ALABAMA 35242.

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PROPOSAL 1. ELECTION OF DIRECTORS

Our constituent documents provide that our Board shall be divided into three classes, with the term of office of one class expiring each year. At the 2014 Annual Meeting, four people will be elected to serve as members of our Board until 2017, or until their successors have been duly elected and qualified. Our Board, upon the recommendation of the Governance Committee, has nominated O.B. Grayson Hall, Jr., Donald M. James, James T. Prokopanko and Kathleen Wilson-Thompson as directors to serve three-year terms expiring in 2017. Each of our nominees is currently serving as a director of the company. Each of the nominees has consented to be named in this proxy statement and to serve if elected, and our Board has no reason to believe that any of the persons nominated will be unable to serve as a director. The Board believes that each of the four nominees are highly qualified and have experience, skills, backgrounds and attributes that qualify them to serve as directors of Vulcan.

In accordance with the amended and restated by-laws of our company, our Board of Directors is required to be composed of not fewer than 9 nor more than 12 directors. The number of directors may be set by a resolution adopted by a majority of our Board of Directors and our charter provides that any vacancies on the Board, including vacancies resulting from an increase in the number of directors, shall be filled by the affirmative vote of a majority of the remaining directors.

DIRECTOR QUALIFICATIONS

Directors are responsible for reviewing and approving corporate strategy and overseeing management of our company to assure that the long-term interests of the shareholders are being served. The Board believes that there are general skills and characteristics required for service on the Board of Directors that are applicable to all directors. Additionally, the Board needs a diverse skill set among its members to ensure that the Board is able to respond to the needs of management and the company. The Governance Committee believes that each director nominee has an established record of accomplishments and possesses the qualifications set forth below.

GENERAL QUALIFICATIONS

The Governance Committee, along with the Board, is responsible for reviewing on an annual basis the requisite skills and characteristics of Board members and nominees to the Board. The Governance Committee considers, among other factors:

high ethical standards

integrity

independence

experience

sound business judgment

ability to devote the time and effort necessary to fulfill his or her responsibilities to the Board. The Board and the Governance Committee require that each director be a person of high integrity with a proven record of success. The Board does not have specific diversity quotas, but considers race, ethnicity, gender, age, education and professional experiences in evaluating candidates for the Board.

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INDIVIDUAL QUALIFICATIONS FOR DIRECTORS

The Board believes that a number of particular qualifications, attributes, skills and experiences are desirable for the Board as a whole. These include:

financial and audit committee experience

knowledge of the company's industry and related industries

relevant chief executive officer/president experience

government or political expertise

human resources experience

diversity of race, ethnicity or gender

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS:

TERMS EXPIRING IN 2017

O.B. GRAYSON HALL, JR.

Director Since 2014

Age: 56

Chairman, President and Chief Executive Officer of Regions Financial Corporation, Birmingham, Alabama (one of the nation's largest full-service providers of consumer and commercial banking, wealth management, mortgage and insurance products and services), since May 2013. Prior to that he served as President and Chief Executive Officer (April 2010 – May 2013) and Vice Chairman (2008-2010).

OTHER PUBLIC COMPANY DIRECTORSHIPS:

Regions Financial Corporation; Zep, Inc.

COMMITTEE MEMBERSHIPS:

Finance; Governance

SKILLS AND QUALIFICATIONS:

Mr. Hall is Chairman, President and Chief Executive Officer of Regions Financial Corporation and leads the company's Executive Council. Regions Financial is the 10 largest commercial bank in the United States. Mr. Hall graduated from the University of South, Sewanee, Tennessee, with a bachelor's degree in economics. He also received a master's degree in business administration from the University of Alabama, Tuscaloosa, Alabama. Additionally, he is a graduate of the Stonier Graduate School of Banking, University of Pennsylvania. Mr. Hall serves on the Board of Directors of Regions Financial Corporation, and also Zep, Inc., where he serves on the Compensation Committee and the Nominating and Corporate Governance Committee. He is also active in many civic and leadership organizations, including the Economic Development Partnership of Alabama, Birmingham Business Alliance and Children's of Alabama. Mr. Hall's knowledge in running a publicly-traded company, as well as his extensive background in banking and finance, make him well qualified to be a member of our Board.

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DONALD M. JAMES

Director Since 1996

Age: 65

Chairman and Chief Executive Officer of Vulcan since May 1997.

OTHER PUBLIC COMPANY DIRECTORSHIPS:

The Southern Company; Wells Fargo & Company.

COMMITTEE MEMBERSHIPS:

Executive

SKILLS AND QUALIFICATIONS:

Mr. James has served as our Chief Executive Officer since 1997. He has extensive leadership, management, operating, financial and legal experience and knowledge of our company. Before he was CEO, Mr. James served as President of our Southern and Gulf Coast Division, as Senior Vice President, Construction Materials Group and as Chief Operating Officer, giving him first-hand operational knowledge of our industry. Mr. James has also assumed leadership positions in aggregates industry and general business trade groups, including the National Stone, Sand & Gravel Association, exposing him to the important issues facing the aggregates industry. Mr. James also has experience serving on the boards of a number of other large public companies, including Wells Fargo & Company and the Southern Company. Mr. James also serves on a number of civic and leadership boards, including Boy Scouts of Central Alabama, U.S. Chamber of Commerce, and the Economic Development Partnership of Alabama, Inc. Mr. James' extensive industry knowledge and significant tenure with the company make him well-qualified to serve on our Board.

JAMES T. PROKOPANKO

Director Since 2009

Age: 60

President and Chief Executive Officer of The Mosaic Company, Plymouth, Minnesota (a leading producer and marketer of concentrated phosphate and potash crop nutrients for the global agriculture industry) since January 2007.

OTHER PUBLIC COMPANY DIRECTORSHIPS:

The Mosaic Company.

COMMITTEE MEMBERSHIPS:

Compensation; Governance.

SKILLS AND QUALIFICATIONS:

Mr. Prokopanko has been Chief Executive Officer of Mosaic since 2007 and was with Cargill, Inc. prior to that. His management experience provides the Board with valuable insight into business, leadership and management issues. Additionally, Mr. Prokopanko brings considerable knowledge of issues facing a company engaged in the mineral extraction industry. Mr. Prokopanko has a bachelor's degree in computer science from the University of Manitoba and an MBA from the University of Western Ontario. Mr. Prokopanko's experience and knowledge makes him well qualified to be a member of our Board.

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KATHLEEN WILSON-THOMPSON

Director Since 2009

Age: 56

Senior Vice-President and Chief Human Resources Officer of Walgreen Co., Deerfield, Illinois (drugstore chain) since January 2010; Senior Vice-President, Global Human Resources of The Kellogg Company, Battle Creek, Michigan (a retail food manufacturer and distributor), from July 2005 until January 2010.

COMMITTEE MEMBERSHIPS:

Finance; Safety, Health and Environmental Affairs.

SKILLS AND QUALIFICATIONS:

Ms. Wilson-Thompson joined Walgreens in January 2010. She held several positions for Kellogg from 1992 to 2009 and left the company as senior vice president of global human resources. She also worked as vice president and staff counsel of litigation and banking law for Michigan National Corporation in Farmington Hills, Michigan, from 1986 to 1991. Ms. Wilson-Thompson earned a bachelor's degree in literature from the University of Michigan in Ann Arbor in 1979, a Juris Doctorate in 1982 and a master of law in corporate and finance law in 1996, both from Wayne State University in Detroit. Ms. Wilson-Thompson serves on the NAACP Special Contributions Fund Board of Trustees. She was also named by Black Enterprise Top 100 Most Powerful Executives in Corporate America. As a result of her service as Senior Vice-President in Human Resources at both Walgreens and Kellogg, Ms. Wilson-Thompson brings to the Board valuable experience in managing personnel, human resource and organization issues that face a labor-intensive workforce, making her well qualified to be a member of our Board.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR EACH OF THE NOMINEES NAMED ABOVE.

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DIRECTORS CONTINUING IN OFFICE:

TERMS EXPIRING IN 2015

PHILLIP W. FARMER

Director Since 1999

Age: 75

Retired; Chairman of the Board of Harris Corporation, Melbourne, Florida (an international communications equipment company), from February 2003 until June 2003; Chairman and Chief Executive Officer from June 1995 to February 2003.

COMMITTEE MEMBERSHIPS:

Audit; Governance.

SKILLS AND QUALIFICATIONS:

Mr. Farmer is the retired Chairman, President, and Chief Executive Officer of Harris Corporation, an international communications equipment company headquartered in Melbourne, Florida. His career at Harris spanned more than twenty-one years following twenty years of employment at General Electric Company. He is a graduate of Duke University with a Bachelor of Science degree in Mathematics. In addition to Vulcan's Board, Mr. Farmer also serves on the Board of two not-for-profit organizations in Melbourne, Florida. He is Chairman of the Board of Trustees of Florida Institute of Technology, a private technical university. He is also Chairman of the Board of Directors of the King Center for the Performing Arts. Mr. Farmer's extensive management and financial background makes him well qualified to serve on our Board.

H. ALLEN FRANKLIN

Director Since 2001

Age: 69

Retired; Chairman of Southern Company, Atlanta, Georgia (a super-regional energy company in the Southeast and a leading U.S. producer of energy), from April 2004 until July 2004; Chairman, President and Chief Executive Officer from April 2001 to April 2004.

COMMITTEE MEMBERSHIPS:

Compensation; Executive; Safety, Health and Environmental Affairs.

SKILLS AND QUALIFICATIONS:

Mr. Franklin is the retired Chairman, President and Chief Executive Officer of Southern Company. Southern Company is one of the largest producers of electricity in the United States. Mr. Franklin received a bachelor's degree in electrical engineering from the University of Alabama, a Master of Science degree in electrical engineering from the University of Alabama-Birmingham, completed the Stanford University Executive Program, and is a registered professional engineer in Alabama. As a result, Mr. Franklin provides the Board with valuable business, leadership, organizational and operational management skills, as well as public company governance and compensation expertise. Additionally at Southern Company, Mr. Franklin gained considerable management expertise with issues facing an industrial company, including governmental and regulatory issues and safety, health and environmental matters, which are important issues in our industry, making him well qualified to serve on our Board.

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RICHARD T. O BRIEN

Director Since 2008

Age: 60

President and Chief Executive Officer of Boart Longyear Limited, Salt Lake City, Utah (an international provider of drilling services, drilling equipment and performance tooling for mining and drilling companies), since April 2013; President and Chief Executive Officer of Newmont Mining Corporation, Greenwood Village, Colorado (an international gold production company) from 2007 until February 2013; President and Chief Financial Officer during 2006 and 2007; Senior Vice President and Chief Financial Officer from 2005 until 2006.

OTHER PUBLIC COMPANY DIRECTORSHIPS:

Xcel Energy.

COMMITTEE MEMBERSHIPS:

Audit; Executive; Safety, Health and Environmental Affairs.

SKILLS AND QUALIFICATIONS:

Mr. O'Brien began serving as President and CEO of Boart Longyear Limited, in April 2013. He previously served as CEO of Newmont Mining Corporation from September 2012 until February 2013, as its President and CEO from July 2007 to September 2012, and previously served as its President and CFO. Mr. O'Brien's work includes extensive experience with NYSE listed companies in finance and accounting, operations and strategic and business planning. Mr. O'Brien's experience as CEO demonstrates his ability to provide experience in management, governance, and financial issues similar to those faced by Vulcan. Mr. O'Brien holds a Bachelor of Arts in economics from the University of Chicago and a Doctor of Jurisprudence degree from Lewis and Clark Law School. Mr. O'Brien's 25 years of management experience in the mining and natural resources industries and financial background, including serving as chief financial officer of four different public companies,

makes him well qualified to serve as a member of our Board.

DONALD B. RICE

Director Since 1986(*)

Age: 74

Retired; President and Chief Executive Officer of Agensys, Inc., Santa Monica, California (a biotechnology company developing monoclonal antibody therapeutics for cancer) from 1996 until 2010; Former U.S. Secretary of the Air Force from 1989 to 1993.

COMMITTEE MEMBERSHIPS:

Compensation; Executive; Governance.

SKILLS AND QUALIFICATIONS:

Dr. Rice served as President and Chief Executive Officer of Agensys for 14 years. He also served as the President and Chief Operating Officer of Teledyne, Inc. for three years, and as the President and CEO of the RAND Corporation for over 17 years. Dr. Rice also served as Secretary of the Air Force from 1989 to 1993 and in other government positions where he gained experience in public policy, governmental affairs, management and strategy. Dr. Rice has served as a director of a number of large public companies where he gained significant financial experience, and has chaired the Audit Committees of two public companies. Dr. Rice's extensive management and governmental expertise makes him well qualified to serve as a member of our Board.

(*) Dr. Rice was first elected a director in 1986, and served until May 1989, when he was appointed Secretary of the Air Force. He was re-elected as a director by our Board of Directors on February 12, 1993.

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DIRECTORS CONTINUING IN OFFICE:

TERMS EXPIRING IN 2016

DOUGLAS J. MCGREGOR

Director Since 1992

Age: 73

Senior Advisor, Blue Point Capital Partners, Cleveland, Ohio (a national private equity firm), since January 2003; President, Chief Operating Officer and Chief Restructuring Officer of Burlington Industries, Inc., Greensboro, North Carolina (a manufacturer of soft goods for apparel and interior furnishings) from June 2000 to December 2002; Chairman, Chief Executive Officer and President of M.A. Hanna Company, Cleveland, Ohio (an international specialty chemicals company) from 1988 to 1998.

COMMITTEE MEMBERSHIPS:

Audit; Executive; Finance.

SKILLS AND QUALIFICATIONS:

Mr. McGregor has served as Chief Executive Officer or President for two separate public companies, Burlington Industries and M.A. Hanna. He has over 40 years of management experience in major Fortune 1000 corporations, in several different industries, including mining, providing him with valuable business, leadership and management experience with issues facing large industrial and mining companies. Mr. McGregor graduated from the University of Michigan, Ann Arbor, with a degree in business administration. He also earned a masters degree in business administration from Eastern Michigan University, Ypsilanti. Mr. McGregor's current position as Senior Advisor of Blue Point Capital Partners, a private equity firm, as well as his past management service, have given him considerable financial and investment acumen, making him well qualified to serve on our Board.

VINCENT J. TROSINO

Director Since 2003

Age: 73

Retired; President, Vice Chairman of the Board and Chief Operating Officer of State Farm Mutual Automobile Insurance Company, Bloomington, Illinois (a mutual insurance company), from 1998 until December 2006.

COMMITTEE MEMBERSHIPS:

Audit; Finance.

SKILLS AND QUALIFICATIONS:

Mr. Trosino is a graduate of Villanova University and holds a graduate degree from Illinois State University. Mr. Trosino has served on the Brookings Institution's Board of Trustees and the board of the Insurance Information Institute. As a result of his tenure as the President and Chief Operating Officer of State Farm from 1998 until 2006, Mr. Trosino brings to the Board significant experience in financial matters, risk assessment, management, marketing and human resources. In addition, he provides the Board with knowledge and insight regarding the insurance industry - an important consideration in the company's evaluation and mitigation of risk areas. Mr. Trosino served on the investment committee of the board of State Farm Mutual Insurance Company and served on the audit committee of the Brookings Institute. He brings valuable financial and investment experience to our company's Audit and Finance Committees, making him well qualified to serve as a member of our Board.

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LEE J. STYSLINGER, III

Director Since 2013

Age: 53

Chairman and Chief Executive Officer of Altec, Inc., Birmingham, Alabama (a holding company for businesses that design, manufacture and market equipment for the electric and telecommunications industries globally), since 1997 (CEO) and 2011 (Chairman).

OTHER PUBLIC COMPANY DIRECTORSHIPS:

Regions Financial Corp.

COMMITTEE MEMBERSHIPS:

Compensation; Finance.

SKILLS AND QUALIFICATIONS:

Mr. Styslinger received his Bachelor of Arts degree from Northwestern University and earned a Master of Business Administration degree from Harvard University. He actively serves on the boards of many educational, civic and leadership organizations, including Harvard Business School, National Association of Manufacturers and Northwestern University College of Arts and Sciences. He was appointed to the Presidents' Export Council advising the President of the United States on international trade policy from 2006 to 2008. Mr. Styslinger serves on the Audit Committee for Regions Financial Corp. As Chairman and Chief Executive Officer of Altec, Inc., Mr. Styslinger brings a wealth of management and business experience running a large company in today's global market. Additionally, Mr. Styslinger has over 16 years experience leading companies engaged in the heavy equipment industry. Vulcan is a major purchaser of heavy equipment for its operations, and Mr. Styslinger's expertise in this area greatly benefits Vulcan. Mr. Styslinger's experience and knowledge leading a large, multinational business makes him well qualified to be a member of our Board.

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PROPOSAL 2. ADVISORY VOTE ON EXECUTIVE COMPENSATION (SAY ON PAY)

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act), enacted in 2010 and Section 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), require that our shareholders vote on a non-binding advisory proposal on the executive compensation for each our NEOs, commonly known as Say on Pay. While this vote is advisory and not binding on our company, it provides information to our Compensation Committee regarding investor sentiment about our executive compensation philosophy, policies and practices, which the Compensation Committee will consider when determining executive compensation in the future.

At our 2011 Annual Meeting of Shareholders, our shareholders indicated a preference that the advisory vote on the compensation for our NEOs occur on an annual basis. The next shareholder vote on the frequency of the advisory vote on the compensation of our NEOs will be held no later than the 2017 Annual Meeting of Shareholders, in accordance with Rule 14a-21 of the Exchange Act.

Our company has designed its executive compensation program to attract, motivate and retain the senior executive talent required to achieve our operational plans and strategic goals. Our compensation program is centered on a pay-for-performance philosophy which aligns executive compensation with shareholder value. Consistent with this philosophy, a substantial portion of the total compensation for each of our NEOs is directly related to our company's earnings, to the value of our common stock, and to other performance factors that measure progress against the goals of our operating and strategic plans. The executive compensation program is overseen and administered by an independent Compensation Committee of our Board that is advised by an independent consultant.

The Compensation Discussion and Analysis, beginning on page 38 below, describes our executive compensation philosophy and program in detail. In 2013, the Compensation Committee made the following key compensation decisions:

No base salary increase for the CEO

Froze Pension Plan as of December 31, 2013

- Ø The company's salaried defined benefit pension plan was amended to freeze service accruals effective December 31, 2013 and pay accruals effective December 31, 2015. The non-qualified supplemental executive retirement plan was also amended to freeze future accruals in the same manner.

Each NEO voluntarily signed a written waiver removing from his CIC Agreement the following:

- Ø single-trigger termination right, if applicable;
- Ø inclusion of target long-term incentive value in the calculation of cash severance; and

Ø excise tax gross up

Granted all long-term equity awards for the NEOs in the form of performance-based share units (PSUs) (78% of the value of the award) and stock-only stock appreciation rights (SOSARs) (22% of the value of the award);

Continued the policy of providing only modest perquisites;

Utilized tally sheets in analyzing and determining total compensation paid to the CEO and other NEOs;

Maintained and monitored rigorous stock ownership guidelines for management which require executives to maintain significant stock ownership while employed by the company;

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Continued application of separate performance measures for the short-term and long-term incentive programs;

Maintained policy prohibiting hedging transactions and short-sales in the company's stock by all employees and directors.

Engaged an independent compensation consultant to conduct a market study of compensation practices among our comparison companies which affirmed that our practices are aligned with such comparison companies.

These actions reflect the active management of our executive compensation programs by the Compensation Committee and the alignment of our programs with market compensation levels, company performance and with our shareholders' interests. Accordingly, the Board recommends that the shareholders vote in favor of the resolution set forth below.

RESOLVED, that the shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion contained in this proxy statement.

As an advisory vote, this proposal is not binding on our company. However, our Board and Compensation Committee will consider the outcome of the advisory vote when making future compensation decisions.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE COMPENSATION OF OUR NEOs AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS SECTION AND ACCOMPANYING COMPENSATION TABLES CONTAINED IN THIS PROXY STATEMENT.

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PROPOSAL 3. APPROVAL OF THE EXECUTIVE INCENTIVE PLAN

We are asking shareholders to re-approve our Executive Incentive Plan (the EIP), including the performance goals thereunder, in order to satisfy the requirements of Section 162(m) of the Code for the deductibility of performance-based awards or bonuses paid to our Chief Executive Officer and certain other highly-compensated executive officers.

The EIP was initially approved by our shareholders on May 8, 2009, and by our Board effective as of January 1, 2009. The EIP is designed to comply with the requirements of the Code. Section 162(m) of the Code limits our tax deduction for expenses in connection with compensation for our Chief Executive Officer and certain other most highly-compensated executive officers for any fiscal year to the extent that the remuneration of such person exceeds \$1 million during such fiscal year, excluding remuneration that qualifies as performance-based compensation. Section 162(m) of the Code provides that in order for remuneration to be treated as qualified performance-based compensation, the material terms of the plan pursuant to which the performance-based compensation is paid must be disclosed to and approved periodically by our shareholders. The material terms subject to shareholder approval include: (i) the employees eligible to receive compensation; (ii) a description of the business criteria upon which the performance goal is based; and (iii) the maximum amount of compensation to be paid during a specified period. These material terms are described below. The material terms of these performance goals have not been changed since the EIP was previously submitted to shareholders for approval on May 8, 2009.

Certain of our executive officers will be eligible to receive cash awards under the EIP and have an interest in the passage of this proposal. We intend that awards made under the EIP to our executive officers will be eligible for treatment as performance-based compensation under Section 162(m) of the Code. Our Board is asking you to re-approve the EIP, including the material terms of the performance goals under the EIP, to preserve our ability under Section 162(m) of the Code to deduct compensation associated with future performance-based incentive awards to be made under the EIP, provided that we comply with other technical requirements of Section 162(m).

Reasons to Re-Approve the EIP

Section 162(m) of the Code specifically exempts certain performance-based compensation from the deduction limit. In order to qualify for this exception, our shareholders must periodically approve the material terms of the performance goals of the plan under which compensation is to be paid. Our EIP contains these performance goals and is being proposed for re-approval by our shareholders.

If the EIP is not re-approved, any awards made under the EIP after the Annual Meeting will not be treated as qualified performance-based compensation and the company's deduction of any compensation payable in respect of such awards and subsequent periods may be subject to disallowance under Section 162(m) of the Code.

General Summary of Terms of the EIP

The following is a summary of the material terms of the EIP. The full text of the EIP is attached to this Proxy Statement as Annex A. Please refer to Annex A for a more complete description of the terms of the EIP.

The purpose of the EIP is to provide a means of rewarding certain executive officers of our company who have contributed to the profitability of our company in a manner which permits such compensation to be deducted for federal income tax purposes. The administration of the EIP is vested in the Compensation

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Committee, each member of which is required to qualify as an outside director as that term is defined in regulations under Section 162(m) of the Code. The Compensation Committee has the power and authority (i) to designate, add and delete employees as participants, (ii) establish target bonuses and maximum bonuses for participants and (iii) establish performance goals upon achievement of which the target bonuses and maximum bonuses will be based.

Participants in the EIP are those executive officers who could be covered employees as defined in Section 162(m) and who are designated as participants by the Compensation Committee. For 2014, 8 executive officers will be eligible to participate in the EIP. Pursuant to the EIP, the Compensation Committee shall establish a target annual bonus and a maximum annual bonus for each participant. As provided in the shareholder-approved EIP, the maximum bonus cannot exceed the lesser of four times the target bonus or \$7,000,000. The Compensation Committee has set the maximum bonus payable to each NEO for 2014 at 2.5 times their target bonus.

This Compensation Committee will establish performance goals for the payment of the maximum annual bonus to each participant. The performance goals must be established within 90 days of the beginning of each plan year, be in writing and be based upon the performance measures included in the EIP. The performance measures that may be used under the EIP are: economic profit; cash flow; cash flow from operations; total earnings; earnings per share, diluted or basic; earnings per share from continuing operations, diluted or basic; cash earnings per share, diluted or basic; cash earnings from continuing operations; earnings before interest and taxes; earnings before interest, taxes, depreciation, and amortization; earnings from operations; net asset turnover; inventory turnover; capital expenditures; net earnings; operating earnings; cash earnings; gross or operating margin; debt; working capital; return on equity; return on net assets; return on total assets; return on investment; return on capital; return on committed capital; return on invested capital; return on sales; net or gross sales; market share; economic value added; costs of capital; change in assets; expense reduction levels; debt reduction; productivity; stock price; customer satisfaction; employee satisfaction; and total shareholder return.

In order for the EIP participants to be eligible to receive a cash bonus, the company must attain a minimum performance threshold for the year, as established by the Compensation Committee. If the Compensation Committee determines that the minimum performance threshold is met, participants may receive a bonus under the EIP, subject to the Compensation Committee's discretion to adjust the bonus downward. The Compensation Committee cannot exercise upward discretion. Additionally, at the same time the minimum performance goal is established, the target bonuses and maximum bonuses for participants are also established by the Compensation Committee. For information related to the 2013 targets and payouts, see discussion of the EIP under the heading "Compensation Discussion and Analysis" on page 38.

For 2014, the minimum threshold set by the Compensation Committee is either cash earnings of \$200 million or EBITDA of \$350 million. For 2014, target bonuses established by the Compensation Committee have been set at 65% of base salary for Mr. Mills, 75% of base salary for Messrs. Hill, McPherson, Sansone and Shepherd, and 100% of base salary for Mr. James. In 2014 the maximum bonus payable is capped at 2.5 times the target bonus for each participant.

Certain Federal Income Tax Consequences

The following summary generally describes the principal U.S. federal (and not foreign, state or local) income tax consequences of awards granted under the EIP as of the date of this proxy statement. The summary is general in nature and is not intended to cover all tax consequences that may apply to a particular employee or to us. The provisions of the Code and regulations thereunder relating to these matters are complicated and their impact in any one case may depend upon the particular circumstances.

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In general, a participant in the EIP will be taxed at ordinary income tax rates on any cash incentive in the year received. Generally, we will receive a federal income tax deduction corresponding to the amount included in the participant's income (subject to compliance with the Code Section 162(m) requirements described herein). We will withhold any amounts required by any governmental authority to be withheld with respect to incentive payments.

Subject to Code Section 162(m) and certain reporting requirements, we will be entitled to an income tax deduction with respect to the amount of compensation includable as income to the participant. We have no responsibility to take, or to refrain from taking, any actions in order to achieve a certain tax result.

In the event the performance goals are satisfied, a bonus may be paid to each participant, subject to the Compensation Committee's discretion to adjust the calculated bonus downward. In determining the downward adjustment, if any, the Compensation Committee may utilize a pre-established objective formula or standard or such other financial or non-financial factors as the Compensation Committee determines. The EIP provides for payment of bonuses upon a change-in-control, without regard to the limitations of Section 162(m). The bonus determination for the year in which a change of control occurs will be the greater of the target bonus, the target bonus adjusted for actual performance or the average of bonuses paid in the three prior years. Amounts to be paid upon a change-in-control will be offset by annual incentive compensation for the same period paid under any employment or severance agreement with a participant to avoid duplication of benefits.

Our Board may amend or terminate the EIP at any time, provided that any amendments made are consistent with the provisions of the Code and do not adversely affect our ability to deduct the compensation which may be paid pursuant to the EIP for federal income tax purposes. No amendment that requires shareholder approval under the Code will become effective without such approval. The Compensation Committee approves payments under the EIP. Our non-employee directors do not participate in the EIP. Since the EIP is performance based, any future benefits to be paid under the EIP are not determinable.

The following tables reflect payments made under the EIP for 2013 financial performance and target and maximum bonus payable under the EIP for 2014.

2013 EIP Payments

Name	EIP Payment for
	2013 Performance
	(\$)
Don James	1,835,000
Dan Sansone	612,000
Danny Shepherd	612,000
Tom Hill	390,000
John McPherson	325,000
Michael Mills	352,000
All Executive Officers as a Group (7 persons)	4,694,000

Table of Contents**2014 Target Bonus**

Name	Base Salary	Amount of Target		Maximum Bonus Per Shareholder Approved EIP ¹
		Bonus	Expressed as a Percentage of Base Salary	
Don James	\$1,250,000		100%	\$3,125,000
Dan Sansone	\$573,000		75%	\$1,074,000
Danny Shepherd	\$573,000		75%	\$1,074,000
Tom Hill	\$510,000		75%	\$ 956,000
John McPherson	\$510,000		75%	\$ 956,000
Michael Mills	\$412,000		65%	\$ 670,000

¹ *The Compensation Committee has set the maximum bonus payable to each NEO for 2014 at 2.5 times the target bonus.*

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE APPROVAL OF THE EXECUTIVE INCENTIVE PLAN FOR PURPOSES OF SECTION 162(m) OF THE CODE.

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PROPOSAL 4. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee, which is composed solely of independent directors, has appointed Deloitte & Touche LLP as the independent registered public accounting firm for our company and its subsidiaries for the fiscal year ending December 31, 2014. The function of the independent registered public accounting firm is to audit our accounts and records; to report on the consolidated balance sheet, the related statements of consolidated earnings, consolidated shareholders' equity and consolidated statements of cash flows of our company and its subsidiaries; to audit our internal control over financial reporting; and to perform such other appropriate accounting services as may be required and approved by the Audit Committee. Although shareholder ratification is not required, our Board is seeking shareholder ratification as a matter of good corporate governance. Even if the appointment of Deloitte & Touche LLP is ratified by a majority of the votes cast at the meeting, the Audit Committee may, in its discretion, direct the appointment of another independent registered accounting firm at any time during the year, if it believes such appointment is in the best interests of the company and the shareholders. If a majority of the votes cast at the meeting fails to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm, the Audit Committee will consider the selection of another independent registered public accounting firm for future years.

The firm of Deloitte & Touche LLP, or its predecessors, has audited our financial statements since 1956. A representative of that firm is expected to be present at the meeting, will be given an opportunity to make a statement and will be available to respond to appropriate questions.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS VULCAN'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.

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CORPORATE GOVERNANCE OF OUR COMPANY AND PRACTICES OF OUR BOARD OF DIRECTORS

We take our corporate governance responsibilities very seriously and have adopted Corporate Governance Guidelines that provide a framework for the governance of our company. These Corporate Governance Guidelines build on practices that we have followed for many years and demonstrate our continuing commitment to corporate governance excellence.

Our Governance Committee regularly reviews corporate governance developments and adopts appropriate practices as warranted. For instance, in March 2013, the Board amended the company's by-laws to provide for a majority vote standard in uncontested director elections. Moreover, at the 2013 Annual Meeting, we presented to our shareholders binding management proposals to eliminate the supermajority voting provisions in our certificate of incorporation, and to declassify our Board. Neither of these proposals garnered the required votes for implementation.

We have a Business Conduct Policy that applies to all of our employees and directors and deals with a variety of corporate compliance issues, including conflicts of interest, compliance with laws, confidentiality of company information, fair dealing and use of company assets. All employees and directors are required to fill out a questionnaire annually regarding their personal compliance with the Business Conduct Policy and are encouraged to report any illegal or unethical behavior of which they become aware.

Our Board has adopted a Code of Ethics for the Chief Executive Officer and Senior Financial Officers. The Code of Ethics defines Senior Financial Officers to include the Chief Financial Officer, Controller and Principal Accounting Officer. The Code of Ethics covers such topics as financial reporting, conflicts of interest and compliance with laws. If we make any amendment to, or waiver of, any provision of the Code of Ethics, we will disclose such information on our website as promptly as practicable, as may be required under applicable SEC and New York Stock Exchange rules.

You can access our amended and restated by-laws, Corporate Governance Guidelines, Business Conduct Policy and Code of Ethics at our website www.vulcanmaterials.com or you can obtain a printed copy free of charge by writing to us at: Corporate Secretary, Vulcan Materials Company, 1200 Urban Center Drive, Birmingham, Alabama 35242. Please note that the information contained on our website is not incorporated by reference in, nor considered to be a part of, this proxy statement.

DIRECTOR INDEPENDENCE

All of our directors, with the exception of our Chairman and CEO Don James, are independent under the New York Stock Exchange listing standards, the Board's Director Independence Criteria, and the applicable SEC rules and regulations. The New York Stock Exchange listing standards provide that a director does not qualify as independent unless our Board affirmatively determines that the director has no material relationship with our company (either directly or as a partner, shareholder or officer of an organization that has a relationship with our company). The New York Stock Exchange rules require a board to consider all of the relevant facts and circumstances in determining the materiality of a director's relationship with our company and permit the Board to adopt and disclose standards to assist the Board in making determinations of independence. Accordingly, the Board has adopted the following Director Independence Criteria to assist it in determining whether a director has a material relationship with our company:

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Director Independence Criteria

The Director Independence Criteria provide that a director will be considered independent if he or she:

- (a) has not been an employee of our company, or any of its consolidated subsidiaries, during the last three years;
- (b) has not received more than \$120,000 per year in direct compensation from our company, or any of its consolidated subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) during the last three years;
- (c) has not during the last three years personally performed legal or professional services for our company in an amount more than \$10,000;
- (d) is not a current partner or employee of our company's independent auditor and has not been employed by the present or former independent auditor of our company and personally worked on our company's audit during the last three years;
- (e) during the last three years, has not been part of an interlocking directorate in which an executive officer of our company, or any of its consolidated subsidiaries, served on the compensation committee of another company that concurrently employs the director;
- (f) is not, and has not been in the past three years, an executive officer or an employee of another company (exclusive of charitable organizations) that makes payments to, or receives payments from, our company, or any of its consolidated subsidiaries, for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1,000,000 or 2% of the consolidated gross revenues of such other company;
- (g) has no immediate family member who is an executive officer of our company, or any of its consolidated subsidiaries;
- (h) has no immediate family member meeting any of the criteria set forth in (b) – (f); except with respect to item (d) in which case an immediate family member may be an employee (not a partner) of the independent auditor so long as such family member does not personally work on our company's audit; and
- (i) has no other material relationship with our company, or any of its consolidated subsidiaries, either directly or as a partner, shareholder, director or officer of an organization that has a material relationship with our company or any of its consolidated subsidiaries.

In determining director independence, immediate family member is defined as a spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law and anyone (other than a domestic employee) who shares the director's home. Individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated, are not taken into consideration when determining a director's independence. The Director Independence Criteria also require our Board to consider all relevant facts and circumstances, including a director's commercial, industrial, banking, consulting, legal, accounting, familial and charitable relationships and such other criteria as our Board may determine from time to time.

In early 2014, the Board conducted an evaluation of director independence for each director, based on the Director Independence Criteria, the New York Stock Exchange listing standards and applicable SEC rules and regulations. In connection with this review, the Board evaluated commercial, industrial, banking, consulting, legal, accounting and charitable relationships with each director or immediate family member and his or her related interests and our company and its subsidiaries.

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As a result of this evaluation, the Board affirmatively determined that all of the directors other than our Chairman and CEO, Don James, are independent directors under our Board's Director Independence Criteria, the New York Stock Exchange listing standards and the applicable SEC rules and regulations.

DIRECTOR NOMINATION PROCESS

The Governance Committee considers director candidates recommended by our shareholders. Any shareholder wishing to recommend a candidate for election at the 2015 Annual Meeting must submit that recommendation in writing, addressed to the Governance Committee, in care of our Corporate Secretary, at 1200 Urban Center Drive, Birmingham, Alabama 35242, in accordance with the deadlines and procedures set forth in our by-laws. The notice should include the following:

The name and address of the shareholder who intends to make the nomination(s) and of the person or persons to be nominated;

A representation that the shareholder is a holder of record or a beneficial holder of stock entitled to vote at the meeting (including the number of shares the shareholder owns) and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice;

A description of all arrangements and understandings between the shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder;

Such other information regarding each nominee proposed by such shareholder as would have been required to be included in a proxy statement filed under the proxy rules of the SEC (whether or not such rules are applicable) had each nominee been nominated, or intended to be nominated, by our Board of Directors, including the candidate's name, biographical information, and qualifications; and

The written consent of each nominee to serve as a director if so elected.

The Governance Committee will identify nominees by first evaluating the current members of our Board willing to continue service. Current members of our Board with skills and experience that are relevant to our business and who are willing to continue in service are considered for nomination, balancing the value of continuity of service by existing members of our Board with the potential benefits of obtaining new Board members. If any member of the Board does not wish to continue in service or if the Governance Committee or the Board decides not to nominate a current Board member for reelection, the Governance Committee may identify the desired skills and experience for a new nominee in light of the above criteria. Directors and members of management also may suggest candidates for Board service. Timely recommendations by our shareholders will receive equal consideration by the Governance Committee. In some cases, the committee engages, for a fee, the services of a third-party executive search firm to assist it in identifying and evaluating nominees for director.

BOARD LEADERSHIP STRUCTURE

Our Board understands the importance of evaluating and determining the optimal leadership structure so as to provide independent oversight of management. Our Board also understands that there is no single, generally accepted approach to providing Board leadership and that given the dynamic and competitive environment in which we operate, the right Board leadership structure may vary from time to time. For this reason, our Board does not have a policy with respect to the separation of the offices of Chairman of the Board and Chief Executive Officer. The Board has determined that our company should have the flexibility to combine or separate these functions as circumstances deem appropriate. The Board believes that it is in the best interests of our company and its shareholders to have Don James serve as our Chairman of the Board and CEO, at this time. In addition, our Corporate Governance Guidelines provide for an independent lead director of the Board, a position elected annually from among the independent directors on our Board.

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Our Board believes that there are a number of advantages to consolidating the positions of Chairman and CEO, including the following:

Mr. James, with over 20 years of experience with our company, including 16 years of experience as CEO, has led the company through various economic cycles, has the knowledge, expertise and experience to understand the opportunities and challenges facing our company and is most capable of identifying strategic priorities and opportunities. He also has the leadership and management skills to promote and execute our values and strategy;

Consolidating the positions allows Mr. James to lead board discussions regarding our business and strategy, and provides decisive and effective leadership for our company, eliminating the potential for confusion;

Combining the positions creates a firm link between management and the Board that promotes the development and implementation of our corporate strategy; and

Consolidating the positions allows timely communication with our Board on critical business matters. Based on these advantages and the factors listed below, our Board has determined that this leadership structure is optimal for our company at this time.

In considering its leadership structure, our Board has taken a number of additional factors into account. The Board, which consists exclusively of independent directors other than Mr. James and all of whom are highly qualified and experienced, exercise a strong independent oversight function. This oversight function is enhanced by the fact that all of the Board's committees, other than the Executive Committee, are comprised entirely of independent directors. Most significantly, our Corporate Governance Guidelines provide for an independent lead director, a position which is elected annually from among the independent directors of our Board. Among other things, the lead director is responsible for:

presiding at all meetings or sessions of meetings of the Board at which the Chairman is not present, including at executive sessions of the non-management and independent directors;

serving as liaison between the Chairman and the non-management and independent directors;

approving Board meeting schedules to assure that there is sufficient time for discussion of all agenda items, as well as meeting agendas and information sent to the Board;

having authority to call meetings of the non-management and independent directors; and

if requested by major shareholders, ensuring that he or she is available for consultation and direct communication.

Our Board believes that these factors provide the appropriate balance between the authority of those who oversee our company and those who manage it on a day-to-day basis. For additional information regarding how oversight is exercised and how the Board receives information from our committees performing risk management and oversight functions, see *Risk Management* on page 30.

NON-MANAGEMENT EXECUTIVE SESSIONS AND LEAD DIRECTOR

Our Board of Directors has adopted a policy relating to non-management executive sessions. Under this policy, the Board of Directors meets at each regularly scheduled Board meeting in an executive session in which management directors and other members of management are not present. During 2013, the non-management directors met in executive session five times.

The Board annually elects a lead director from among the independent directors. The duties of the lead director are delineated in our Corporate Governance Guidelines, which are available on our website at www.vulcanmaterials.com. Dr. Donald B. Rice currently serves as the lead director.

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MEETINGS AND ATTENDANCE

Our Board held six meetings, either in person or telephonically, in 2013, and each director attended more than 75% of the total number of meetings of the Board and meetings of the committees of which he or she was a member.

ANNUAL MEETING POLICY

Our directors are expected to attend the Annual Meeting of Shareholders. In furtherance of this policy, our Board holds a regularly scheduled Board meeting on the same day as the Annual Meeting of Shareholders. In 2013, all of the Board members attended the Annual Meeting.

COMMITTEES OF THE BOARD OF DIRECTORS

Our Board of Directors has established six standing committees as follows:

DIRECTOR	AUDIT COMMITTEE	COMPENSATION COMMITTEE	EXECUTIVE COMMITTEE	FINANCE COMMITTEE	GOVERNANCE COMMITTEE	HEALTH AND ENVIRONMENTAL AFFAIRS COMMITTEE	SAFETY COMMITTEE
W. Farmer							
n Franklin							°
rayson Hall, Jr.							
M. James			°				
cLaughlin Korologos (1)					°		
s J. McGregor				°			
d T. O'Brien	°						
T. Prokopanko							
B. Rice		°					
Styslinger, III							
t J. Trosino							
en Wilson-Thompson							

° indicates Chair

(1) Ms. Korologos is retiring and will not stand for re-election at the 2014 Annual Meeting of Shareholders.

The number of meetings held by each committee in 2013 was as follows:

COMMITTEE	NUMBER OF MEETINGS
Audit	7
Compensation	3
Executive	0
Finance	4
Governance	6

Safety, Health and Environmental Affairs

2

The charters of the Audit, Compensation and Governance Committees are available on our website at *vulcanmaterials.com*. You can also obtain a printed copy free of charge by writing to us at: Corporate Secretary, Vulcan Materials Company, 1200 Urban Center Drive, Birmingham, Alabama 35242.

All of the Board Committees, other than the Executive Committee, are composed entirely of independent, non-management directors.

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Executive Committee

The Executive Committee has the same powers as our Board of Directors, except as limited by the New Jersey Business Corporation Act. Pursuant to its charter, the Executive Committee's primary function is to exercise the powers of the Board of Directors on urgent matters arising between regularly scheduled board meetings when a quorum of the full Board is not available. Members of the Executive Committee are Messrs. James (Chair), Franklin, McGregor, O'Brien, Rice and Ms. Korologos.

Audit Committee

The Audit Committee advises our Board and management from time to time with respect to internal controls, financial systems and procedures, accounting policies and other significant aspects of our company's financial management. Pursuant to its charter, the Audit Committee selects our company's independent registered public accounting firm and oversees the arrangements for, and approves the scope of, the audits to be performed by the independent registered public accounting firm. The Audit Committee's primary responsibilities under its written charter include the following:

Hiring, evaluating and, when appropriate, replacing the independent registered public accounting firm, whose duty it is to audit our books and accounts and our internal control over financial reporting for the fiscal year in which it is appointed;

Determining the compensation to be paid to the independent registered public accounting firm and, in its sole discretion, approving all audit and engagement fees and terms and pre-approving all auditing and non-auditing services of such firm, other than certain *de minimis* non-audit services;

Reviewing and discussing with management, the independent registered public accounting firm and internal auditors our internal reporting, audit procedures and the adequacy and effectiveness of our disclosure controls and procedures;

Reviewing and discussing with management and the independent registered public accounting firm the audited financial statements to be included in our Annual Report on Form 10-K, the quarterly financial statements to be included in our Quarterly Reports on Form 10-Q, our disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, and the selection, application and disclosure of accounting policies used in our financial statements;

Reviewing and discussing with management quarterly earnings press releases and financial information and earnings guidance provided to analysts and rating agencies; and

Reviewing and reassessing the adequacy of the Audit Committee Charter adopted by our Board of Directors, and recommending proposed changes to our Board of Directors.

In addition, the Audit Committee is responsible for reviewing and discussing with management our company's policies with respect to risk assessment and risk management. Further information about the role of the Audit Committee in

risk assessment and risk management are included in the section entitled Risk Management.

The Audit Committee has established policies and procedures for the pre-approval of all services by the independent registered public accounting firm. See Pre-Approval of Services Performed by Independent Registered Accounting Firm on page 34 for more information.

The Audit Committee has also established procedures for the receipt, retention and treatment, on a confidential basis, of complaints received by our company regarding its accounting, internal controls and auditing matters. See Policy on Reporting of Concerns regarding Accounting Matters on page 32 for more information.

The members of the Audit Committee are Messrs. O'Brien (Chair), Farmer, McGregor and Trosino. All members of our Audit Committee are non-management directors. Our Board of Directors has determined

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that each is independent and financially literate within the meaning of the listing standards of the New York Stock Exchange, SEC rules and regulations, and the Director Independence Criteria adopted by our Board of Directors and posted on our website at www.vulcanmaterials.com under Investor Relations. In addition, our Board has determined that Mr. O'Brien is an audit committee financial expert as defined by rules adopted by the SEC. More details about the role of the Audit Committee may be found in the Report of the Audit Committee on page 33 of this proxy statement.

Compensation Committee

The Compensation Committee determines and oversees the execution of our company's executive compensation philosophy, and oversees the administration of our company's executive compensation plans.

The Compensation Committee is responsible for, among other things:

- determining and setting the amount of compensation paid to each of our executive officers, including the CEO, senior corporate officers and heads of our regional business units;

- reviewing compensation plans relating to our officers;