

Vulcan Materials CO  
Form DEFA14A  
March 28, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
SCHEDULE 14A  
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 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 05/09/08. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The following materials are available for view: Notice and Proxy Statement and Annual Report To view this material, have the 12-digit Control #(s) available and visit: [www.proxyvote.com](http://www.proxyvote.com) If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 04/25/08. To request material: Internet: [www.proxyvote.com](http://www.proxyvote.com) Telephone: 1-800-579-1639 \*\*Email: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com) \*\*If requesting material by e-mail please send a blank e-mail with the 12-digit Control# (located on the following page) in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor. VULCAN MATERIALS COMPANY Vote In Person Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting VULCAN MATERIALS COMPANY attendance. At the Meeting you will need to request a ballot to vote C/O PROXY SERVICES these shares. P.O. BOX 9142 FARMINGDALE, NY 11735 Vote By Internet To vote now by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions. R1VMC1

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Meeting Location The Annual Meeting for holders as of 03/14/08 is to be held on 05/09/08 at 9:00 A.M.  
CDT at: Vulcan Materials Company Headquarters 1200 Urban Center Drive Birmingham, Alabama  
35242 FOR MEETING DIRECTIONS PLEASE CALL: 205-298-3000 R1VMC2

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Voting items THE BOARD OF DIRECTORS RECOMMEND A VOTE FOR ITEMS 1, 2 AND 3. 1. ELECTION OF DIRECTORS Nominees: 01) Donald M. James 02) Ann McLaughlin Korologos 03) Philip J. Carroll, Jr. 04) Orin R. Smith 2. Proposal to ratify the appointment of Deloitte & Touche LLP as Vulcan Material Company's independent registered public accounting firm for the year 2008. 3. Proposal to adopt the Legacy Vulcan Corp. Restated Certificate of Incorporation. 4. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.  
R1VMC3

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R1VMC4