

Not Applicable

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

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

£ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

£ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

£ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

£ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement.

As previously reported on Form 8-K filed December 19, 2011, Vulcan Materials Company (the “Company”) entered into a Credit Agreement dated December 15, 2011 (the “ABL Credit Agreement”), with SunTrust Bank as administrative agent, and other Lender Parties thereto (collectively, “the Lender Parties”). The Company and the Lender Parties entered into Amendment No. 1 to the ABL Credit Agreement dated January 27, 2012 (“Amendment No. 1”) which provides for changes in the quarterly and annual reporting obligations, among other changes. The entire Amendment No. 1 is attached hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following Exhibit is being filed with this report:

| Exhibit Number | Description |
|---------------------------|---|
| 10.1 | First Amendment to Credit Agreement dated January 27, 2012 among Vulcan Materials Company, and SunTrust Bank, as Administrative Agent, and the Lenders and other parties named therein. |

SIGNATURES

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

**Vulcan Materials
Company**

Date: January 31, 2012 By: /s/ Robert A. Wason IV
Robert A. Wason IV