

Vulcan Materials CO  
Form 8-K  
March 19, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): March 19, 2013**

**VULCAN MATERIALS COMPANY**  
(Exact name of registrant as specified in its charter)

New Jersey                      001-33841                      20-8579133  
(State or other jurisdiction      (Commission File Number) (IRS Employer Identification No.)  
of incorporation)

**1200 Urban Center Drive**  
**Birmingham, Alabama 35242**  
(Address of principal executive offices) (zip code)

**(205) 298-3000**  
Registrant's telephone number, including area code:

**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 5.03 Amendments to Articles of Incorporation or By-laws; Changes in Fiscal Year.**

Effective as of March 19, 2013, the Board of Directors of the Company adopted certain amendments to the By-laws of the Company to provide for majority voting in the election of directors in non-contested elections. Specifically, the By-laws were amended to add new Sections 1.08(b) and (c).

The above description of the By-laws is not complete and is qualified in its entirety by reference to the By-laws, which are filed as Exhibit 3(b) to this Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(c) Exhibits**

3(b) Amended and Restated By-Laws of Vulcan Materials Company amended through March 19, 2013.

**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**

(Registrant)

**Dated:** March 19, 2013 By: /s/ Jerry F. Perkins, Jr.  
Jerry F. Perkins, Jr.