

Hill J Thomas
Form 4
February 21, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hill J Thomas

(Last) (First) (Middle)

1200 URBAN CENTER DRIVE

(Street)

BIRMINGHAM, AL 35242

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)

Chairman, President & CEO

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Security (Instr. 3 and 4) |
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|
|---------------------------------------|------------------------------|---|---|------------------------|--|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares or Units | |
|--------------------------|------------------------------------|------------------|------------|--|--------|------------------|-----------------------|------------|-------------------------------------|--------|
| | | | Code | V | (A) | (D) | | | | |
| Performance Share Units | <u>(1)</u> | 02/19/2019 | A | | 27,000 | | 12/31/2021 <u>(1)</u> | <u>(1)</u> | Common Stock | 27,000 |
| Restricted Stock Units | <u>(2)</u> | 02/19/2019 | A | | 9,000 | | 02/19/2022 <u>(3)</u> | <u>(3)</u> | Common Stock | 9,000 |
| Stock Appreciation Right | \$ 113.16 | 02/19/2019 | A | | 26,100 | | 02/19/2020 <u>(4)</u> | 02/19/2029 | Common Stock | 26,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hill J Thomas 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242 | | | Chairman, President & CEO | |

Signatures

/s/ C. Samuel Todd,
Attorney-in-Fact

02/21/2019

 Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2019 and ends on December 31, 2021. At the end of the Performance Period, the Compensation Committee determines the

- (1) payment amount based on (1) Company performance relative to the S&P 500 Index, of which the Company is a member, and (2) the Company's annual average growth rate of Cash Gross Profit per ton versus a pre-determined target. The payment is made 100% in stock on a payment date determined by the Compensation Committee.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Vulcan Common Stock.
- (3) Restricted Stock Units cliff vest on the specified date and are settled in shares of Vulcan Common Stock within 75 days after the applicable vesting date.
- (4) Stock Appreciation Right vests in three (3) equal annual installments beginning on this date.

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

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