

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )

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)

**MARTIN MARIETTA MATERIALS, INC.**  
(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.

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:

On May 14, 2012, Martin Marietta Materials, Inc. issued the following press release:

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**MARTIN MARIETTA IS SUBJECT TO ORDER OF  
DELAWARE COURT OF CHANCERY**

RALEIGH, NORTH CAROLINA, May 14, 2012 – Martin Marietta Materials, Inc. (NYSE: MLM) announced today that in accordance with the decision of the Delaware Court of Chancery on May 4, 2012, the Court of Chancery today issued an order implementing its decision which until September 14, 2012 enjoins Martin Marietta from, among other things, pursuing Martin Marietta’s exchange offer for shares of Vulcan Materials Company, prosecuting Martin Marietta’s proxy contest at Vulcan’s 2012 annual meeting of shareholders, and otherwise taking steps to acquire control of Vulcan shares or assets.

Also, as required by the Court of Chancery’s order, Martin Marietta is, among other things, terminating its exchange offer and withdrawing its related registration statement, withdrawing its Hart-Scott Rodino Act filing in connection with its exchange offer, and withdrawing its nominees for election at the Vulcan 2012 annual meeting and terminating the related solicitation of proxies. Any “BLUE” proxy cards and “BLUE” voting instruction forms that were previously circulated and have or may be received will not be effective, will not be voted by Martin Marietta at the Vulcan 2012 annual meeting and will be discarded.

As previously announced, Martin Marietta is appealing the Court of Chancery’s decision to the Delaware Supreme Court.

**About Martin Marietta**

Martin Marietta Materials, Inc. is the nation’s second largest producer of construction aggregates and a producer of magnesia-based chemicals and dolomitic lime. For more information about Martin Marietta Materials, Inc., refer to the Corporation’s website at [www.martinmarietta.com](http://www.martinmarietta.com).

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