

SANDBROOK WILLIAM J
Form 4
August 24, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDBROOK WILLIAM J

2. Issuer Name and Ticker or Trading Symbol
US CONCRETE INC [USCR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O US CONCRETE INC, 2925
BRIARPARK DR STE 1050

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/22/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

HOUSTON, TX 77042

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common stock | 08/22/2011 | | A | | 85,852 (1) | A | \$ 0 85,852 D |
| Common Stock | 08/22/2011 | | F | | 27,042 (2) | D | \$ 6 58,810 D |
| Common Stock | 08/22/2011 | | A | | 750,000 (3) | A | \$ 0 808,810 D |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SANDBROOK WILLIAM J C/O US CONCRETE INC 2925 BRIARPARK DR STE 1050 HOUSTON, TX 77042 | X | | President and CEO | |

Signatures

/s/ Stephanie Collins, as Attorney-in-Fact for William J. Sandbrook

08/24/2011

__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).
- (1) Pursuant to Mr. Sandbrook's Term Sheet, this represents the number of Company shares equal in number to the gross amount of \$500,000 divided by the average of the closing share price for the 10 prior trading days, net of shares withheld to cover applicable taxes.
- (2) Represents 27,042 shares withheld on August 22, 2011 to cover taxes associated with the grant of certain shares of common stock pursuant to the terms of Mr. Sandbrook's Term Sheet.
- (3) Represents restricted shares granted under the Company's Management Equity Incentive Plan. 450,000 shares of restricted stock will in four equal annual installments beginning on the first anniversary of the date of grant. 150,000 shares of the restricted stock vest upon the Company's common stock achieving a market price of \$16.00 per share for ten consecutive business days prior to August 22, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.