

ROBERTS JEFFREY W  
Form 4/A  
April 10, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROBERTS JEFFREY W

(Last) (First) (Middle)  
C/O US CONCRETE, INC., 2925 BRIARPARK, SUITE 1050  
(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/02/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Pres & GM-Ingram Concrete, LLC

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common stock                    | 04/01/2012                           |  | A                              |   | 15,000 (1) \$ 0   | D  |                                   |
| Common stock                    | 04/01/2012                           |  | M                              |   | 757 \$ 0 (2)  | D  |                                   |
| Common stock                    | 04/01/2012                           |  | F                              |   | 233 \$ 4.66   | D  |                                   |

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

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number.

**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Restricted stock units                     | (2)  | 04/01/2012                           |  | M                              | 757   | (3) (3)  | common stock  | 757 \$ 0                                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| ROBERTS JEFFREY W<br>C/O US CONCRETE, INC.<br>2925 BRIARPARK, SUITE 1050<br>HOUSTON, TX 77042 |               |           | Pres &<br>GM-Ingram<br>Concrete, LLC |       |

## Signatures

/s/ Stephanie Collins, as Attorney-in-Fact for Jeffrey W. Roberts  
04/10/2012

\*\*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).

- Represents restricted shares granted under the Company's Management Equity Incentive Plan, to vest as follows: (i) twenty percent (20%) of the total number of shares of the restricted shares will become vested in equal annual installments on each of the first three anniversaries of the Grant Date, and forty percent (40%) of the restricted shares granted shall time-and-performance-vest (the "Time-And-Performance Shares") with fifty percent (50%) of the Time-And-Performance Shares vesting should the share price of the Company's Common Stock attain a market-closing share price of \$10.00 per share for ten (10) consecutive days within three (3) years from the date of grant and fifty percent (50%) of the Time-And-Performance Shares vesting should the share price of the Company's Common Stock attain a market-closing share price of \$14.00 per share for ten (10) consecutive days within three years from the date of grant.
- (1) Company's Common Stock attain a market-closing share price of \$10.00 per share for ten (10) consecutive days within three (3) years from the date of grant and fifty percent (50%) of the Time-And-Performance Shares vesting should the share price of the Company's Common Stock attain a market-closing share price of \$14.00 per share for ten (10) consecutive days within three years from the date of grant.
  - (2) Each restricted stock unit represents the right to receive without payment one share of common stock of the Company.
  - (3) The restricted stock units vest as to one-twelfth (1/12) of the shares subject thereto on each of the first twelve (12) quarterly anniversaries of October 1, 2010.

## Edgar Filing: ROBERTS JEFFREY W - Form 4/A

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