

US CONCRETE INC
Form 4
June 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
ROSSI THEODORE P

(Last) (First) (Middle)

C/O US CONCRETE, INC., 331 N. MAIN ST.

(Street)

EULESS, TX 76039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
US CONCRETE INC [NONE]

3. Date of Earliest Transaction (Month/Day/Year)
06/17/2013

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 below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common stock | 06/17/2013 | | M | (A) or (D) A | 3,274 \$ 0 | 12,624 | D |

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)

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| 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Incentive Restricted Stock Units | (2) | 06/17/2013 | | M | 3,274 | (3) (3) | Common stock | 3,274 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROSSI THEODORE P C/O US CONCRETE, INC. 331 N. MAIN ST. EULESS, TX 76039 | | X | | |

Signatures

/s/ Lisa Sutter, as Attorney-in-Fact for Theodore P. Rossi
 Date: 06/19/2013

**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).

The Company awards restricted stock units (RSUs) under the Company's Management Equity Incentive Plan (MEIP). For each RSU awarded, the awardee received an equal number of incentive restricted stock units, or IRSUs. The IRSU may not vest until a performance goal is satisfied. The IRSUs performance goal is deemed to be achieved on the earlier of (a) the conversion of 95% of the Company's 9.5% Convertible Secured Notes due in 2015 issued pursuant to an Indenture or (b) the date the Company delivers a Conversion Event Notice in accordance with the terms of the Indenture (following the closing price of the Company's common stock being above \$15.75 for 20 trading days in a period of 30 trading days). The MEIP states that the awardee is entitled to receive 0.3502 shares of common stock for every IRSU deemed vested per the agreement at the time that the Company issues the Conversion Event Notice. The number 3,274 reported here reflects the result of multiplying the awardees vested IRSUs by .3502.

(1) Each IRSU was granted under the Company's Management Equity Incentive Plan. Each IRSU represents the right to receive 0.3502 share of common stock of the Company upon satisfaction of the performance goal. The number 3.274 reported here reflects the result of multiplying the awardee's vested IRSUs by .3502.

(3) The underlying RSUs and the IRSUs time vest as to one hundred percent (100%) on October 1, 2012 and the performance goal for the IRSUs must have been satisfied by August 31, 2015 or the IRSUs would have automatically forfeited.

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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