

GENTOSO MICHAEL
Form 4/A
April 10, 2012

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 *
GENTOSO MICHAEL

(Last) (First) (Middle)
2925 BRIARPARK, SUITE
1050, ATTN: LEGAL DEPT

(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
 Officer (give title below) _____ Other (specify below)
RVP - Atlantic Region

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common stock | 04/01/2012 | | A | | 15,000 <u>(1)</u> | A | \$ 0 19,132 D |
| Common stock | 04/01/2012 | | M | | 1,341 | A | \$ 0 <u>(2)</u> 20,473 D |
| Common stock | 04/01/2012 | | F | | 532 | D | \$ 4.66 19,941 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted stock units | (2) | 04/01/2012 | | M | 1,341 | (3) (3) | common stock | 1,341 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GENTOSO MICHAEL 2925 BRIARPARK, SUITE 1050 ATTN: LEGAL DEPT HOUSTON, TX 77042 | | | RVP - Atlantic Region | |

Signatures

/s/ Stephanie Collins, as Attorney-in-Fact for Michael Gentoso
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) Each restricted stock unit represents the right to receive without payment one share of common stock of the Company.
 - (2) 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.
 - (3)

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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