#### US CONCRETE INC

Form 4 June 19, 2013

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB and

Number: 3235-0287

**OMB APPROVAL** 

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad DAVIS JEFI	•	orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			US CONCRETE INC [NONE]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
C/O US CONCRETE, INC., 331 N. MAIN ST.			06/17/2013	X Officer (give title Other (specify			
				below) below) VP/GM- Central Concrete Sup Co			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
EULESS, TX 76039				Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired, Disposed of, or Beneficially Owne			

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	1			5. Amount of Securities	· · · · · · · · · · · · · · · · · · ·	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common stock	06/17/2013		M	4,694 (1)	A	\$ 0	32,351	D	
Common stock	06/17/2013		F	1,765	D	\$ 16.27	30,586	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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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 some Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) cquired A) or risposed of D) nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Restricted Stock Units	(2)	06/17/2013		M	4,694	(3)	(3)	Common stock	4,694	\$

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVIS JEFF L C/O US CONCRETE, INC. 331 N. MAIN ST. EULESS, TX 76039

VP/GM- Central Concrete Sup Co

### **Signatures**

/s/ Lisa Sutter, as Attorney-in-Fact for Jeff L. Davis

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 Companys 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 4,694 reported here reflects the result of multiplying the awardees vested IRSUs by .3502.
- Each IRSU was granted under the Company's Management Equity Incentive Plan. Each IRSU represents the right to receive 0.35020 (2) share of common stock of the Company upon satisfaction of the performance goal. The number 4,694 reported here reflects the result of multiplying the awardee's vested IRSUs by .3502.

(3)

Reporting Owners 2

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The underlying RSUs and the IRSUs time 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. 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. 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.