

US CONCRETE INC
Form 4
December 29, 2006

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 *
WAYNE DONALD

(Last) (First) (Middle)

2925 BRIARPARK, SUITE 1050

(Street)

HOUSTON, TX 77042

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2006

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)
VP, General Counsel, Secretary

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	08/23/2006		D ⁽¹⁾	7,556 (1) D \$ 0 (1)	22,336 (1)	D	
Common stock	08/23/2006		A ⁽¹⁾	7,556 (1) A \$ 0 (1)	29,892 (1)	D	
Common stock	08/23/2006		D ⁽²⁾	1,376 (2) D \$ 0 (2)	28,516 (2)	D	
Common stock	08/23/2006		D ⁽³⁾	624 (3) D \$ 0 (3)	27,892 (3)	D	
Common stock	08/23/2006		D ⁽⁴⁾	6,750 (4) D \$ 0 (4)	21,142 (4)	D	

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Common stock 08/23/2006 D⁽⁵⁾ 6,000⁽⁵⁾ D \$ 0⁽⁵⁾ 15,142⁽⁵⁾ D

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

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(9-02)

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)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAYNE DONALD 2925 BRIARPARK, SUITE 1050 HOUSTON, TX 77042			VP, General Counsel, Secretary	

Signatures

/s/ Stephanie Schweigart, as Attorney-in-Fact for Donald C. Wayne 12/29/2006

**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 two reported transactions involved an amendment to the reporting person's employment agreement with the Issuer, resulting in the
- (1) deemed cancellation of previously issued restricted stock and the grant of replacement restricted stock. The restricted stock was originally granted on September 22, 2003 and vested in three equal annual installments beginning on the first anniversary of the date of grant.
 - (2) Per the terms of the amendment to the reporting person's employment agreement, these outstanding unvested shares of restricted stock originally granted on May 6, 2004, were deemed cancelled.

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- (3) Per the terms of the amendment to the reporting person's employment agreement, these outstanding unvested shares of restricted stock originally granted on September 1, 2004, were deemed cancelled.
- (4) Per the terms of the amendment to the reporting person's employment agreement, these outstanding unvested shares of restricted stock originally granted on August 3, 2005, were deemed cancelled.
- (5) Per the terms of the amendment to the reporting person's employment agreement, these outstanding unvested shares of restricted stock originally granted on February 28, 2006, were deemed cancelled.

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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