US CONCRETE INC

Form 4

December 29, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

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

obligations

may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WAYNE DONALD			2. Issuer Name and Ticker or Trading Symbol US CONCRETE INC [RMIX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
2925 BRIARPARK, SUITE 1050			08/23/2006	X Officer (give title Other (specify below) VP, General Counsel, Secretary			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
HOUSTON, TX 77042				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common stock	08/23/2006		D <u>(1)</u>	7,556 (1)	D	\$ 0 (1)	22,336 (1)	D	
Common stock	08/23/2006		A <u>(1)</u>	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 <u>(2)</u>	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 6,000 08/23/2006 $15,142 \frac{(5)}{}$ D stock

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	FransactionNumber Exp		ion Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	/ (A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 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.
- 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.

Reporting Owners 2

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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. 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.