

US CONCRETE INC
Form 4/A
October 28, 2010

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 *
HARLAN MICHAEL W

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2925 BRIARPARK, SUITE 1050

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
HOUSTON, TX 77042

4. If Amendment, Date Original Filed (Month/Day/Year)
10/12/2010

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number Shares
				Code	V				
Restricted stock units	<u>(1)</u>	10/01/2010	A	104,882		<u>(2)</u>	<u>(2)</u>	common stock	104,882
Incentive restricted stock units	<u>(1)</u>	10/01/2010	A	104,882		<u>(2)</u>	<u>(2)</u>	common stock	104,882
Stock options (right to buy)	\$ 12	10/01/2010	A	28,604		<u>(3)</u>	10/01/2020	common stock	28,604
Stock options (right to buy)	\$ 15	10/01/2010	A	28,604		<u>(3)</u>	10/01/2020	common stock	28,604
Stock options (right to buy)	\$ 22.69	10/01/2010	A	14,302		<u>(3)</u>	10/01/2020	common stock	14,302
Stock options (right to buy)	\$ 26.68	10/01/2010	A	14,302		<u>(3)</u>	10/01/2020	common stock	14,302
Class A Warrant (right to buy)	\$ 22.69					08/31/2010	08/31/2017	common stock	14,500
Class B Warrant (right to buy)	\$ 26.68					08/31/2010	08/31/2017	common stock	14,500
Class A Warrant (right to buy)	\$ 22.69					08/31/2010	08/31/2017	common stock	2,025
Class B Warrant (right to buy)	\$ 26.68					08/31/2010	08/31/2017	common stock	2,025

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARLAN MICHAEL W 2925 BRIARPARK, SUITE 1050 HOUSTON, TX 77042	X		President and CEO	

Signatures

/s/ Stephanie A. Collins, as Attorney-in-Fact for Michael W. Harlan 10/28/2010

**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).
- Each restricted stock unit and incentive restricted stock unit was granted under the Company's Management Equity Incentive Plan. Each restricted stock unit represents the right to receive without payment one common share of the Company, and each incentive restricted
- (1) stock unit represents the right to receive without payment 0.35020 common shares of the Company upon satisfaction of the performance goal. In the sole discretion of the Company's Board of Directors (or a designated committee thereof), upon vesting, the restricted stock units and the incentive restricted stock units may be paid in shares of common stock or the cash equivalent.
 - (2) The restricted stock units and incentive 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) The option vests as to one-twelfth (1/12) of the shares subject thereto on each of the first twelve (12) quarterly anniversaries of October 1, 2010.

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.