

Johnson Wallace H
Form 4/A
October 28, 2010

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Wallace H

(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 [USCR.OB]

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

10/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP - Marketing & Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			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
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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)				(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/01/2010	A		13,438		<u>(2)</u>	<u>(2)</u>	common stock	13,438
Incentive restricted stock units	<u>(1)</u>	10/01/2010	A		13,438		<u>(2)</u>	<u>(2)</u>	common stock	13,438
Stock options (right to buy)	\$ 12	10/01/2010	A		3,665		<u>(3)</u>	10/01/2020	common stock	3,665
Stock options (right to buy)	\$ 15	10/01/2010	A		3,665		<u>(3)</u>	10/01/2020	common stock	3,665
Stock options (right to buy)	\$ 22.69	10/01/2010	A		1,832		<u>(3)</u>	10/01/2020	common stock	1,832
Stock options (right to buy)	\$ 26.68	10/01/2010	A		1,832		<u>(3)</u>	10/01/2020	common stock	1,832
Class A Warrant (right to buy)	\$ 22.69						08/31/2010	08/31/2017	common stock	2,936
Class B Warrant (right to buy)	\$ 26.68						08/31/2010	08/31/2017	common stock	2,936

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Wallace H 2925 BRIARPARK, SUITE 1050			VP - Marketing & Sales	

HOUSTON, TX 77042

Signatures

/s/ Stephanie A. Collins, as Attorney-in-Fact for Wallace H.
Johnson

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.

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