

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 Indirect Beneficial 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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- (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.