

SANDBROOK WILLIAM J  
Form 4  
March 05, 2019

**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 \*  
SANDBROOK WILLIAM J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O U.S. CONCRETE, INC., 331 N. MAIN ST.

3. Date of Earliest Transaction (Month/Day/Year)  
03/01/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

(Street)  
EULESS, TX 76039

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

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)
Common stock	03/01/2019		F	V Amount 5,149 D Price \$ 40.86	380,597	D	
Common stock					672	I	By Reporting Person as UGMA custodian for granddaughter

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

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SEC 1474 (9-02)

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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 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. Amount or Number of Shares
Restricted stock units	<u>(1)</u>	03/01/2019		A	58,600	<u>(2)(3)</u> <u>(2)(3)</u>	Common stock	58,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDBROOK WILLIAM J C/O U.S. CONCRETE, INC. 331 N. MAIN ST. EULESS, TX 76039	X		Chairman, President & CEO	

## Signatures

/s/ CiCi S. Sepehri, as Attorney-in-Fact for William J. Sandbrook

03/05/2019

\_\_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).

(1) Each Restricted Stock Unit was granted from the U.S. Concrete, Inc. Long Term Incentive Plan and represents the right to receive one share of common stock upon vesting.

The Restricted Stock Units were granted on March 1, 2019 and will vest as follows: (i) 60% of the total number of the awarded shares are Time-Based and will become vested over three years in equal annual installments from the date of grant, and (ii) the remaining 40% of the awarded shares are Performance-Based, half (or 50%) of which shall vest on the day that the average of the daily volume-weighted average share price of the Company's stock over any period of 20 consecutive trading days attains \$45.90 per share within the three-year period beginning on the date of grant, and the remaining half of which shall vest on the day that the average of the daily volume-weighted average share price of the Company's stock over any period of 20 consecutive trading days attains \$49.90 per share within the three-year period beginning on the date of grant.

(3) The Performance-Based portion of the Restricted Stock Units would result in vesting into additional shares if the average of the daily VWAP over any period of 20 consecutive trading days attains (i) \$54.10 per share (resulting in the vesting into an additional 11,720 shares) and (ii) \$58.60 per share (resulting in the vesting into a further additional 11,720 shares) within the three-year period from the date of grant.

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