

CAULEY KENT D
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 *
CAULEY KENT D

(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
 Officer (give title below) ___ Other (specify below)
Corporate Controller

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 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
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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	(Instr. 3 and 4)	
				Code	V			(A)	(D)
Restricted stock units	Ⓐ	10/01/2010	A		4,589	Ⓐ	Ⓐ	common stock	4,589
Incentive restricted stock units	Ⓐ	10/01/2010	A		4,589	Ⓐ	Ⓐ	common stock	4,589
Stock options (right to buy)	\$ 12	10/01/2010	A		1,251	Ⓐ	10/01/2020	common stock	1,251
Stock options (right to buy)	\$ 15	10/01/2010	A		1,251	Ⓐ	10/01/2020	common stock	1,251
Stock options (right to buy)	\$ 22.69	10/01/2010	A		626	Ⓐ	10/01/2020	common stock	626
Stock options (right to buy)	\$ 26.68	10/01/2010	A		626	Ⓐ	10/01/2020	common stock	626
Class A Warrant (right to buy)	\$ 22.69						08/31/2010 08/31/2017	common stock	702
Class B Warrant (right to buy)	\$ 26.68						08/31/2010 08/31/2017	common stock	702

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAULEY KENT D
2925 BRIARPARK, SUITE 1050
HOUSTON, TX 77042

Corporate
Controller

Signatures

/s/ Stephanie A. Collins, as Attorney-in-Fact for Kent D.
Cauley

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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