

**US CONCRETE INC**  
Reported by  
**SANDBROOK WILLIAM J**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 01/02/18 for the Period Ending 11/22/17

Address	331 N. MAIN STREET EULESS, TX, 76039
Telephone	817-835-4105
CIK	0001073429
Symbol	USCR
SIC Code	3272 - Concrete Products, Except Block and Brick
Industry	Construction Materials
Sector	Basic Materials
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>SANDBROOK WILLIAM J</b>  (Last) (First) (Middle)  <b>C/O U.S. CONCRETE, INC., 331 N. MAIN ST.</b>  (Street)  <b>EULESS, TX 76039</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>US CONCRETE INC [ USCR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Vice Chairman, President &amp; CEO</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>11/22/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	11/22/2017		G	V	1480	D	\$0	410611	D	
Common stock	11/22/2017		G	V	185	D	\$0	410426	D	
Common stock	12/19/2017		G	V	6350	D	\$0	404076	D	
Common stock	12/28/2017		S		8900	D	\$82.9013	395176	D	
Common stock	12/28/2017		S		100	D	\$83.50	395076	D	
Common stock	11/22/2017		G		185	A	\$0	385	I	By Reporting Person as UGMA custodian for granddaughter

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) This transaction involved a gift of securities by the reporting person to his granddaughter, a minor, and is a transfer to the reporting person as custodian for his granddaughter under the Uniform Gifts to Minors Act. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 21, 2017.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.30 to \$83.15, inclusive. The reporting person undertakes to provide to U.S. Concrete, Inc., any security holder of U.S. Concrete, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

**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		Vice Chairman, President & CEO	

**Signatures**

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

1/2/2018

—\*\*Signature of Reporting Person

Date

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

\* 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).

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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