

SANDBROOK WILLIAM J
Form 4
January 02, 2018

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)
11/22/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice 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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | D | Price | |
| Common stock | 11/22/2017 | | G | V | 1,480 | D | \$ 0 | 410,611 | D |
| Common stock | 11/22/2017 | | G ⁽¹⁾ | V | 185 | D | \$ 0 | 410,426 | D |
| Common stock | 12/19/2017 | | G | V | 6,350 | D | \$ 0 | 404,076 | D |
| Common stock | 12/28/2017 | | S ⁽²⁾ | | 8,900 | D | \$ 82.9013 ⁽³⁾ | 395,176 | D |
| Common stock | 12/28/2017 | | S ⁽²⁾ | | 100 | D | \$ 83.5 | 395,076 | D |

| | | | | | | | | |
|--------------|------------|------------------|-----|---|------|-----|---|---|
| Common stock | 11/22/2017 | G ⁽¹⁾ | 185 | A | \$ 0 | 385 | 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

01/02/2018

**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)

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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.

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

- (3) 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).

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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