

Cellar Kurt Matthew
Form 4
October 03, 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 *
Cellar Kurt Matthew

(Last) (First) (Middle)

C/O US CONCRETE, INC., 331 N. MAIN ST.

(Street)

EULESS, TX 76039

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2018

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	10/01/2018		M	410 A \$0	47,719	D	
Common stock					5,000	I	by Margaret Cellar 2010 Trust
Common stock					1,000	I	By Reporting Person as UTMA custodian for Blake Cellar

Common stock	1,000	I	By Reporting Person as UTMA custodian for Grant Cellar
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	<u>(1)</u>	10/01/2018		M		410		<u>(2)</u>	<u>(2)</u>	Common stock	410
Restricted stock units	<u>(1)</u>	10/01/2018		A		2,729		<u>(3)</u>	<u>(3)</u>	Common stock	2,729

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cellar Kurt Matthew C/O US CONCRETE, INC. 331 N. MAIN ST. EULESS, TX 76039	X			

Signatures

/s/ CiCi Sepehri, as Attorney-in-Fact for Kurt Matthew
Cellar

10/03/2018

**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) 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.
- (2) These restricted stock units were granted on October 1, 2017 and will vest quarterly over one year in equal amounts.
- (3) These restricted stock units were granted on October 1, 2018 and will vest quarterly over one year in equal amounts.

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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