

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|  |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>SANDBROOK WILLIAM J</b><br>_____<br>(Last) (First) (Middle)<br><b>C/O U.S. CONCRETE, INC.</b><br><b>331 N. MAIN ST.</b><br>_____<br>(Street)<br><b>EULESS TX 76039</b><br>_____<br>(City) (State) (Zip) |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>U.S. CONCRETE, INC. [ USCR ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman and CEO</b> |  |  |
|  |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>04/03/2020</b>              |  |  |  |  |  |
|  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                           |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |   |
| Common stock                    | 04/03/2020                           |  | M                              |   | 23,440 <sup>(1)</sup>   | A          | \$0     | 433,540   | D  |   |
| Common stock                    | 04/03/2020                           |  | F                              |   | 11,861 <sup>(1)</sup>   | D          | \$14.16 | 421,679   | D  |   |
| Common stock                    | 04/03/2020                           |  | D                              |   | 13,400 <sup>(2)</sup>   | D          | \$0     | 408,279   | D  |   |
| Common stock                    | 02/28/2020                           |  | G                              | V | 4,280   | D          | \$0     | 403,999   | D  |   |
| Common stock                    | 02/28/2020                           |  | G <sup>(3)</sup>               | V | 535   | D          | \$0     | 403,464   | D  |   |
| Common stock                    | 02/28/2020                           |  | G <sup>(3)</sup>               | V | 535   | A          | \$0     | 1,512   | I  | By Reporting Person as UGMA custodian for granddaughter |

**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 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: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|-------|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  | Title |
| Restricted stock units                     | (4)  | 04/03/2020                           |  | M                              |   |  | 23,440 | (5)(6)   | (5)(6)          | Common stock  | 23,440                                     | \$0  | 23,440 <sup>(6)</sup>                                     | D  |       |

**Explanation of Responses:**

- Pursuant to the Company's Form 8-K filed with the SEC on February 14, 2020, Mr. Sandbrook had an accelerated vesting on April 3, 2020 of his Time-Based restricted stock units granted on March 1, 2019 and his Time-Based restricted stock granted on March 1, 2018.
- Mr. Sandbrook's Performance-Based restricted stock granted on March 1, 2018 was forfeited on April 3, 2020 pursuant to his executive transition agreement filed with the SEC via the Company's Form 8-K noted in footnote 1.
- This transaction involved a gift of securities by Mr. Sandbrook to his granddaughter, a minor, and is a transfer to Mr. Sandbrook as custodian for his granddaughter under the Uniform Gifts to Minors Act. Mr. Sandbrook disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that he is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
- 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 or, as set forth in footnote 6, two shares of common stock in the aggregate.
- 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 vested on May 16, 2019 and the remaining half of which vested on October 14, 2019. The vesting reported herein represents the remaining Time-Based awards that had accelerated vesting pursuant to Mr. Sandbrook's executive transition agreement filed via Form 8-K as noted above.
- The Performance-Based portion of the March 1, 2019 Restricted Stock Units remaining would result in vesting into additional shares if the average of the daily volume weighted average share price (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. Pursuant to Mr. Sandbrook's executive transition agreement noted above, the Performance-Based restricted stock units granted on March 1, 2019 shall remain outstanding.

**Remarks:**

/s/ CiCi S. Sepehri, as  
Attorney-in-Fact for William J. Sandbrook  
 04/07/2020

\*\* 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.

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 Number.

