

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Dawson Gibson T</u>  (Last) (First) (Middle) C/O U.S. CONCRETE, INC. 331 N. MAIN ST.  (Street) EULESS TX 76039  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>U.S. CONCRETE, INC. [ USCR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Corporate Controller &amp; CAO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/01/2020		M		700	A	\$0	3,784	D	
Common stock	03/01/2020		F		280	D	\$26.84	3,504	D	

**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						Amount or Number of Shares
Restricted stock units	(1)	03/01/2020		M			700	(2)(3)	(2)(3)	Common stock	700	\$0	2,800	D	
Restricted stock unit	(1)	03/01/2020		A			6,200	(4)(5)	(4)(5)	Common stock	6,200	\$0	6,200	D	

**Explanation of Responses:**

- 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 3 or 5 (as applicable), 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 5/16/2019 and the remaining half of which vested on 10/14/2019. The vesting reported herein represents the first of three Time-Based awards that vest over three years in equal, annual installments from the date of grant.
- The Performance-Based portion of the March 1, 2019 Restricted Stock Units 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 700 shares) and (ii) \$58.60 per share (resulting in the vesting into a further additional 700 shares) within the three-year period from the date of grant.
- The Restricted Stock Units were granted on March 1, 2020 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 shall vest on the day that the average of the daily VWAP of the Company's stock over any period of 20 consecutive trading days attains \$43.23 per share within the three-year period beginning on the date of grant, and the remaining half of which shall vest on the day that the average of the daily VWAP of the Company's stock over any period of 20 consecutive trading days attains \$47.01 per share within the three-year period beginning on the date of grant.
- The Performance-Based portion of the March 1, 2020 Restricted Stock Units would result in vesting into additional shares (effectively making each Performance-Based RSU represent two shares) if the average of the daily VWAP over any period of 20 consecutive trading days attains (i) \$51.00 per share (resulting in the vesting into an additional 1,240 shares) and (ii) \$55.21 per share (resulting in the vesting into a further additional 1,240 shares) within the three-year period from the date of grant.

**Remarks:**

/s/ CiCi S. Sepehri, as  
Attorney-in-Fact for Gibson T. Dawson 03/03/2020

\*\* 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.

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