Rayner Robert Martin Form 4 April 10, 2012

Check this box

if no longer

## FORM 4

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Indirect (I)

(Instr. 4)

Ownership

(Instr. 4)

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rayner Robert Martin			2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relati	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	US CON 3. Date of		INC [USCR]	(Check all a		ck all applicable	pplicable)	
	NCRETE INC, 2 RK SUITE 1050	2925	(Month/Da 04/01/20	•		_X_ DOi below)		e titleOth	Owner (specify	
(Street) HOUSTON, TX 77042			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicab _X_ Forn Forn	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Table	e I - Non-E	Perivative Securities A	Person  cquired, Di	isposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		med on Date, if	3. Transacti Code	4. Securities onAcquired (A) or Disposed of (D)	5. Amou Securitie Beneficia	es	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

(A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Common 04/01/2012 M 25,924 D 2,805 (1) stock

(Instr. 8)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Rayner Robert Martin - Form 4

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. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date Underlying (Month/Day/Year) (Instr. 3 and		Securities	8. Pr Deri Secu (Inst	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted stock units	(1)	04/01/2012		M	2,805	(2)	(2)	Common stock	2,805	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
avner Robert Martin						

C/O US CONCRETE INC 2925 BRIARPARK SUITE 1050 HOUSTON, TX 77042



## **Signatures**

/s/ Stephanie Collins, as Attorney-in-Fact for Robert Martin Rayner

04/10/2012

\*\*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 represents the right to receive without payment one share of the common stock of the Company.
- (2) The restricted stock units vest as to one-eighth (1/8) of the shares subject thereto on each of the first eight (8) quarterly anniversaries of October 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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