

US CONCRETE INC
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

U.S. Concrete, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

SEC 1913 (02-02)

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April , 2006

Dear Stockholder:

On behalf of the Board of Directors, we invite you to attend the 2006 Annual Meeting of Stockholders of U.S. Concrete, Inc. We will hold the meeting at 8:00 a.m., Central Time, on , May , 2006, at the Hilton Houston Westchase & Towers, 9999 Westheimer Road, Houston, Texas 77042.

On the following pages you will find the Notice of Annual Meeting of Stockholders and Proxy Statement providing information concerning the matters to be acted on at the meeting. Our Annual Report to Stockholders describing U.S. Concrete's operations during the year ended December 31, 2005 is enclosed.

We hope you will be able to attend the meeting in person. Whether or not you plan to attend, please take the time to vote by completing and returning your proxy card in the enclosed envelope before the meeting. If you attend the meeting, you may, if you wish, revoke your proxy and vote in person.

Thank you for your interest in U.S. Concrete.

Sincerely,

Vincent D. Foster
Chairman of the Board

Eugene P. Martineau
President and Chief Executive Officer

U.S. CONCRETE, INC.
2925 Briarpark, Suite 1050, Houston, Texas 77042

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
, May , 2006

To the Stockholders of U.S. Concrete, Inc.:

The Annual Meeting of Stockholders of U.S. Concrete, Inc. will be held on , May , 2006, at 8:00 a.m., Central Time, at the Hilton Houston Westchase & Towers, 9999 Westheimer Road, Houston, Texas 77042. At the meeting, we will ask you to consider and take action on the following:

- (1) approve an amendment to our certificate of incorporation to declassify our Board of Directors so that all directors will be elected annually and directors may be removed with or without cause (Proposal No. 1);
- (2) elect seven directors to serve until the 2007 annual meeting of stockholders, unless Proposal No. 1 is not approved, in which case, elect two directors to serve until the 2009 annual meeting of stockholders and one director to serve until the 2008 annual meeting of stockholders (Proposal No. 2);
- (3) ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of U.S. Concrete for the year ending December 31, 2006 (Proposal No. 3); and
- (4) transact any other business that may properly come before the annual meeting or any adjournment or postponement of the meeting.

We are sending this notice and the attached proxy statement to our stockholders on or about April , 2006. Our Board of Directors has set the close of business on March 29, 2006 as the record date for determining stockholders entitled to receive notice of and to vote at the annual meeting. A list of all stockholders entitled to vote is available for inspection during normal business hours at our principal offices at 2925 Briarpark, Suite 1050, Houston, Texas 77042. This list also will be available at the meeting.

Your vote is very important. Whether or not you plan to attend the annual meeting, we encourage you to read the proxy statement. Further, to be sure your vote counts and to ensure a quorum, please vote, sign, date and return the enclosed proxy card whether or not you plan to attend the meeting.

By Order of the Board of Directors,

Donald C. Wayne
Vice President, General Counsel and
Corporate Secretary

Houston, Texas
April , 2006

**U.S. CONCRETE, INC.
PROXY STATEMENT
FOR 2006 ANNUAL MEETING OF STOCKHOLDERS**

**QUESTIONS AND ANSWERS ABOUT
THE MEETING AND VOTING**

Q: What am I being asked to vote on?

A: We are asking you to vote on the following:

a proposed amendment to our certificate of incorporation to declassify our Board of Directors so that all directors are elected annually and to provide that directors may be removed with or without cause (Proposal No. 1);

the election of seven directors to serve until the 2007 annual meeting of stockholders, unless Proposal No. 1 is not approved, in which case, the election of (1) two directors to serve until the 2009 annual meeting of stockholders and (2) one director to serve until the 2008 annual meeting of stockholders (Proposal No. 2);

the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2006 (Proposal No. 3); and

any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

Q: Who may vote?

A: All stockholders of record as of the close of business on March 29, 2006 are entitled to vote. Holders of our common stock are entitled to one vote per share. As of March 29, 2006, 38,602,780 shares of our common stock were outstanding and entitled to vote.

Q: Who may attend the meeting?

A: All stockholders as of the record date, or their duly appointed proxies, may attend the meeting.

Q: How do I vote?

A: You may vote in two ways:

you may come to the annual meeting and cast your vote in person; or

you may vote by signing and returning the enclosed proxy card. If you do, the persons named on the card will vote your shares in the manner you indicate.

Q: Who is soliciting my proxy?

A: U.S. Concrete is soliciting your proxy on behalf of its Board of Directors.

Q: What happens if I do not indicate how I wish to vote on one or more of the proposals?

A: If you return your signed proxy card, but do not indicate how you wish to vote, the persons named as proxies will vote your shares FOR the approval of an amendment to our certificate of incorporation to declassify the Board of Directors so that all directors will be elected annually and to provide that directors may be removed with or without cause (Proposal No. 1), FOR election of all the nominees for director (Proposal No. 2), and FOR

ratification of the appointment of PricewaterhouseCoopers LLP (Proposal No. 3). We are unaware of any other matters that may come before the annual meeting. If they do, the proxy holders will vote the proxies according to their best judgment.

Q: What if I vote by proxy and then change my mind?

A: You can revoke your proxy at any time before the annual meeting by:
writing to U.S. Concrete's Corporate Secretary at the mailing address in the answer to the last question below;

delivering a properly executed proxy dated after the date of the proxy you want to revoke; or

attending the annual meeting and casting your vote in person.

Q: When did U.S. Concrete first distribute this proxy statement and the accompanying form of proxy to stockholders?

A: We first distributed this proxy statement and the accompanying form of proxy to our stockholders on or about April , 2006.

Q: What constitutes a quorum?

A: The presence, in person or by proxy, of the holders of a majority of the outstanding shares of common stock entitled to vote at the meeting constitutes a quorum. We need a quorum of stockholders to hold a valid annual meeting. If you have properly signed and returned your proxy card, you will be considered part of the quorum. We will count abstentions and broker non-votes as present for the purpose of establishing a quorum. A broker non-vote occurs when a broker votes on some matters on the proxy card but not on others because the broker does not have the authority to do so. If a quorum is not present, the chairman or the holders of a majority of the shares of common stock present in person or by proxy at the annual meeting may adjourn the meeting, without notice other than an announcement at the meeting, until the required quorum is present.

Q: What vote is required for the passage of each of the proposals up for consideration at the annual meeting?

A: Approval of the amendment to our certificate of incorporation requires the affirmative vote of the stockholders present in person or by proxy at the meeting and having a majority of the votes entitled to vote thereon. Directors are elected by a plurality of the shares of common stock present in person or by proxy and voting at the meeting in the election of directors. Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2006 requires the affirmative vote of a majority of the votes cast on the proposal. Abstentions and broker non-votes will have no effect on the vote for directors or the ratification of our independent registered public accounting firm. Abstentions will count as present for purposes of the vote on the amendment to our certificate of incorporation, but broker non-votes will not. Both abstentions and broker non-votes will have the same effect as votes against approval of the amendment to our certificate of incorporation.

Q: Who will count the votes?

A: Representatives of Automatic Data Processing, Inc. will tabulate the votes.

Q: What shares are included on the proxy card?

A: The shares listed on your card represent all the shares of common stock held in your name, as distinguished from shares held by a broker in street name. You will receive a separate card from your broker if you hold shares in street name.

Q: What does it mean if I get more than one proxy card?

A: It indicates that your shares are held in more than one account, such as two brokerage accounts, and are registered in different names. You should vote each of the proxy cards to ensure that all your shares are voted.

Q: What is U.S. Concrete s mailing address?

A: Our mailing address is U.S. Concrete, Inc., 2925 Briarpark, Suite 1050, Houston, Texas 77042.

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**SECURITY OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS AND MANAGEMENT**

The following table shows the beneficial ownership of our common stock as of March 29, 2006 by each person who we know beneficially owns more than 5% of the outstanding shares of our common stock, each of our directors, our chief executive officer, our other executive officers named in the Summary Compensation Table in this proxy statement and all our directors and executive officers as a group. Unless otherwise indicated in the footnotes below, each individual named has sole voting and dispositive power with respect to the shares shown, and the address of all those persons is c/o U.S. Concrete, Inc., 2925 Briarpark, Suite 1050, Houston, Texas 77042.

| Name | Shares of Common Stock Beneficially Owned | |
|--|--|----------------|
| | Number | Percent |
| Wells Fargo & Company ⁽¹⁾ | 2,940,920 | 7.62% |
| Dimensional Fund Advisors Inc. ⁽²⁾ | 2,143,640 | 5.55 |
| Wells Capital Management Incorporated ⁽³⁾ | 2,000,962 | 5.18 |
| Robert S. Walker ⁽⁴⁾ | 1,670,838 | 4.33 |
| Thomas J. Albanese ⁽⁵⁾ | 1,304,160 | 3.37 |
| William T. Albanese ⁽⁶⁾ | 1,232,173 | 3.19 |
| Eugene P. Martineau ⁽⁷⁾ | 1,075,076 | 2.75 |
| Michael W. Harlan ⁽⁸⁾ | 693,342 | 1.78 |
| Vincent D. Foster ⁽⁹⁾ | 655,135 | 1.69 |
| Murray S. Simpson ⁽¹⁰⁾ | 105,353 | * |
| John R. Colson ⁽¹¹⁾ | 69,808 | * |
| Robert D. Hardy | 62,261 | * |
| T. William Porter ⁽¹²⁾ | 54,206 | * |
| Mary P. Ricciardello ⁽¹³⁾ | 32,199 | * |
| Directors and executive officers as a group (18 persons) ⁽¹⁴⁾ | 7,301,137 | 18.20 |

* Less than 1%.

(1) Number of shares owned is based solely on a Schedule 13G filed with the SEC on February 15, 2006 reporting ownership as of December 31, 2005. This stockholder's address is 420 Montgomery Street, San Francisco, CA 94104. The Schedule 13G reports sole

voting power for
2,843,425 shares
of common stock
and sole
dispositive
power for
2,073,920 shares
of common
stock.

- (2) Number of
shares owned is
based solely on a
Schedule 13G/A
filed with the
SEC on
February 6, 2006
reporting
ownership as of
December 31,
2005. This
stockholder's
address is 1299
Ocean Avenue,
11th Floor, Santa
Monica, CA
90401. The
Schedule 13G/A
reports that
Dimensional
Fund Advisors
Inc.
(Dimensional)
may be deemed
to be the
beneficial owner
of 2,143,640
shares of
common stock as
a result of acting
as investment
adviser to or
manager of
various
investment
companies, trusts
and accounts
(the Funds). In
its role as
investment
advisor or

manager,
Dimensional
possesses sole
voting and
dispositive
power for
2,143,640 shares
of common stock
that are owned
by the Funds.
Dimensional
disclaims
beneficial
ownership of
those shares of
common stock
because they are
owned by the
Funds.

- (3) Number of
shares owned is
based solely on a
Schedule 13G
filed with the
SEC on
February 15,
2006 reporting
ownership as of
December 31,
2005. This
stockholder's
address is 525
Market Street,
San Francisco,
CA 94105. The
Schedule 13G
reports sole
voting power for
1,071,532 shares
of common stock
and sole
dispositive
power for
2,000,962 shares
of common
stock.
- (4) Includes 40,000
shares of
common stock

which

Mr. Walker has the right to acquire within 60 days on the exercise of stock options and 1,630,838 shares deemed beneficially owned by Mr. Walker as co-trustee of the Walker Family Trust and as general partner of Karob, L.P.

- (5) Includes 50,000 shares of common stock which Mr. Albanese has the right to acquire within 60 days on the exercise of stock options, 25,130 shares deemed beneficially owned by Mr. Albanese as trustee of the Thomas J. Albanese Trust, 1,199,131 shares owned by Mr. Albanese as trustee of the Maureen H. Albanese Qtip trust and 25,528 restricted shares.

- (6) Includes 50,000 shares of common stock which Mr. Albanese has the right to acquire within

60 days on the exercise of stock options, 1,152,274 shares deemed beneficially owned by Mr. Albanese as co-trustee of the William T. Albanese Trust and 25,528 restricted shares.

(7) Includes 515,000 shares of common stock which Mr. Martineau has the right to acquire within 60 days on the exercise of stock options and 186,682 restricted shares.

(8) Includes 385,000 shares of common stock which Mr. Harlan has the right to acquire within 60 days on the exercise of stock options, 50,000 shares Mr. Harlan owns as trustee of the Michael and Bonnie Harlan 1996 Trust and 135,379 restricted shares.

- (9) Includes 190,000 shares of common stock which Mr. Foster has the right to acquire within 60 days on the exercise of stock options and 300 shares deemed beneficially owned by Mr. Foster as custodian under the Texas Uniform Gifts to Minors Act.
- (10) Includes 30,591 shares owned by the Cora S. Simpson 1990 Trust of which Mr. Simpson's wife serves as trustee, 34,762 shares deemed beneficially owned by Mr. Simpson as trustee of the Murray S. Simpson 1990 Trust and 40,000 shares of common stock which Mr. Simpson has the right to acquire within 60 days on the exercise of stock options. Mr. Simpson disclaims beneficial ownership of the 30,591 shares the Cora S. Simpson

1990 Trust owns.

- (11) Includes 40,000 shares of common stock which Mr. Colson has the right to acquire within 60 days on the exercise of stock options.
- (12) Includes 42,206 shares of common stock which Mr. Porter has the right to acquire within 60 days on the exercise of stock options.
- (13) Includes 31,699 shares of common stock Ms. Ricciardello has the right to acquire within 60 days on the exercise of stock options.
- (14) Includes 1,512,155 shares of common stock which the directors and executive officers as a group have the right to acquire within 60 days on the exercise of stock options and 584,473 restricted shares.

The number of shares and percentage of ownership for each person listed and for the directors and executive officers as a group assume that shares of common stock those persons may acquire within 60 days are outstanding, unless otherwise indicated.

PROPOSAL NO. 1
AMENDMENT TO CERTIFICATE OF INCORPORATION

Introduction. On March 13, 2006, our Board of Directors approved an amendment to our certificate of incorporation to eliminate the classification of our Board of Directors so that each director would stand for election annually. If our stockholders approve the declassification amendment, we will file the amendment with the Secretary of State of the State of Delaware as soon as is practicable, and it will become effective upon filing. We have included our certificate of incorporation, as proposed to be amended, as Appendix I to this proxy statement.

Article Fifth of our certificate of incorporation currently requires the Board of Directors to be divided into three classes as nearly equal in number as possible. Each class of directors serves staggered, three-year terms, with the term of office of one class expiring each year. Our certificate of incorporation also provides that stockholders can remove directors only for cause.

If this Proposal No. 1 is approved, paragraphs (b) and (c) of Article Fifth will be amended and replaced in their entirety with the following:

(b) *Number, Election and Terms of Directors.* The number of directors which will constitute the whole Board of Directors shall be fixed from time to time by a majority of the directors then in office, subject to an increase in the number of directors by reason of any provisions contained in or established pursuant to Article FOURTH, but in any event will not be less than three. Each director shall be elected to serve a term of one year, with each director's term to expire at the annual meeting next following the director's election. The foregoing notwithstanding, each director will serve until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal.

Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

(c) *Removal of Directors.* Any director of the Corporation may be removed from office as a director, by vote or other action of the stockholders or otherwise, with or without cause by the affirmative vote of the holders of at least a majority of the voting power of all outstanding shares of capital stock of the Corporation generally entitled to vote in the election of directors, voting together as a single class. Notwithstanding the foregoing, whenever holders of outstanding shares of one or more series of Preferred Stock are entitled to elect members of the Board of Directors pursuant to the provisions applicable in the case of arrearages in the payment of dividends or other defaults contained in the Directors' Resolution providing for the establishment of any series of Preferred Stock, any such director of the Corporation so elected may be removed in accordance with the provisions of that Directors' Resolution.

Reasons for Proposed Amendment. Classified boards have been widely adopted by companies and have a long history in corporate law. Proponents of classified boards assert that they:

promote the independence of directors in that directors elected for multiyear terms are less subject to outside influence;

provide continuity and stability in the management of the business and affairs of a company and enhance the company's ability to engage in long-term strategic planning, because a majority of directors will have prior experience as directors of the company; and

may enhance stockholder value by motivating an entity seeking control of a target company with a classified board to initiate arm's-length discussions with the board of the target company because the entity would be unable to replace the entire board in a single election.

Some investors, however, maintain that classified boards are undesirable for the following reasons:

the election of directors is the primary means for stockholders to influence corporate governance policies and hold directors accountable for implementation of policies, and a classified board structure means that stockholders are unable to evaluate and elect all directors on an annual basis;

classified boards may discourage takeover proposals and proxy contests that could have the effect of increasing stockholder value;

a board of directors should have the opportunity to assess the contributions of all directors annually, and not just of those whose three-year term is scheduled to expire, so that the Board's composition can be appropriately adjusted to address a company's evolving needs; and stockholders may perceive classified boards as being self-serving.

Our Board of Directors has considered the advantages and disadvantages of its classified board structure, and has voted to approve the declassification proposal and recommend it to our stockholders as being in the best interests of our company, its stockholders and other constituencies. In reaching this determination, the Board of Directors concluded that the following considerations outweigh the benefits of a classified board:

the Board's belief that, because there is no limit on the number of terms a director may serve, the continuity and stability of the Board's membership and policies should not be materially affected by the declassification of the Board of Directors; and

the Board's belief that, even though annual election of directors may increase the ability of a third party to acquire control of our company without engaging in arm's-length discussions with the Board, there are other protections, such as statutory anti-takeover provisions and our stockholder rights plan, applicable to an acquisition of control of our company, that limit the likelihood that a third party could successfully take over our company without engaging in arm's-length discussions with the Board.

Removal Without Cause. Like most companies with classified boards of directors, we currently have a charter provision prohibiting the removal of directors except with cause. Under Section 141(k) of the Delaware General Corporation Law, however, stockholders have the right to remove one or more directors serving on a declassified board with or without cause. The proposed amendment to our articles of incorporation to declassify the board of directors will also permit directors to be removed by stockholders with or without cause, in accordance with Delaware law.

Effect of Voting Outcomes. If this Proposal No. 1 is approved and the amendment to our certificate of incorporation becomes effective at the 2006 annual meeting, the annual election of all directors will begin with the 2006 annual meeting of stockholders. Consequently, all directors will stand for re-election in 2006 pursuant to Proposal No. 2 and would be subject to election for one-year terms. Directors who would be subject to re-election in 2007 and 2008 have agreed to resign and to stand for re-election in 2006 if this Proposal No. 1 is approved.

If this Proposal No. 1 is not approved, then our Board of Directors will remain classified and, pursuant to Proposal No. 2, only the Class I directors and Mr. Harlan, as a Class II nominee, will stand for election at the 2006 annual meeting. In that case, each of the Class I directors would serve for a three-year term expiring in 2009 and until his successor shall have been elected and qualified and Mr. Harlan, as a Class II director, would serve for an initial term expiring in 2008 and until his successor shall have been elected and qualified. All other directors will continue in office for the remainder of their full three-year terms, subject to their earlier resignation, removal or death.

If a quorum is present, approval of this proposal requires the affirmative vote of the stockholders present in person or by proxy at the meeting and having a majority of the votes entitled to vote thereon. **If you execute and return a proxy, but do not specify how to vote the shares represented by your proxy, the persons named as proxies will vote FOR the amendment to our certificate of incorporation.** In determining whether this item has received the requisite number of affirmative votes, abstentions and broker non-votes will count for quorum purposes and will have the same effect as votes against the proposal.

Our Board recommends a vote FOR the approval of the amendment to our certificate of incorporation.

PROPOSAL NO. 2
ELECTION OF DIRECTORS

Our Board currently consists of seven members. Prior to the adoption of the amendment Proposal No. 1 describes, our certificate of incorporation divides our Board into three classes (Class I, Class II and Class III) having staggered terms of three years each.

If the stockholders approve the proposed amendment to our certificate of incorporation to declassify the Board of Directors, all seven director positions will be subject to election at the 2006 annual meeting of stockholders, and the persons named in the enclosed proxy will vote to elect all of the nominees as directors for terms ending at the 2007 annual meeting of stockholders, unless you withhold authority to vote for any or all of the nominees by marking the proxy to that effect or so voting in person. The directors who would be subject to re-election in 2007 and 2008, except for John R. Colson, have agreed to resign and to stand for re-election in 2006 if Proposal No. 1 is approved.

Mr. Colson, a current Class II director, will retire from the Board at the annual meeting, and the Board has nominated Michael W. Harlan, our Executive Vice President and Chief Operating Officer, for election to the Class II director position being vacated by Mr. Colson. Mr. Harlan previously served on our Board of Directors from March 1999 until April 2003. Our Board is considering succession planning in view of the upcoming expiration of Mr. Martineau's term as President and Chief Executive Officer in May 2007 and expects that Mr. Harlan will assume the role of President at or before the time of our 2007 annual meeting of stockholders and the role of Chief Executive Officer at or near the time of our 2007 annual meeting of stockholders.

If the stockholders do not approve the proposed amendment to our certificate of incorporation, then the term of office of the current Class I directors will expire at the 2006 annual meeting, and the terms of office for the Class II and Class III directors will expire at the 2007 and 2008 annual meetings, respectively. In that event, the persons named in the enclosed proxy will vote to elect (1) the nominees for Class I director for terms ending at the 2009 annual meeting of stockholders and (2) Mr. Harlan, as nominee for Class II director, for a term ending at the 2008 annual meeting of stockholders, unless you withhold authority to vote for any or all of the nominees by marking the proxy to that effect or so voting in person.

Information regarding the ages and backgrounds of the nominees is set forth below:

| Nominee | Class | Age | Position(s) Held |
|------------------------|--------------|------------|--|
| Eugene P. Martineau | I | 66 | Director, Chief Executive Officer and President ⁽¹⁾ |
| T. William Porter, III | I | 64 | Director ⁽²⁾ |
| Michael W. Harlan | II | 45 | Executive Vice President and Chief Operating Officer |
| Vincent D. Foster | II | 49 | Director and Chairman of the Board ⁽³⁾ |
| Mary P. Ricciardello | II | 50 | Director ⁽⁴⁾ |
| Murray S. Simpson | III | 68 | Director ⁽⁵⁾ |
| Robert S. Walker | III | 62 | Director ⁽⁶⁾ |

(1) Member and Chair of the Executive Committee.

(2) Member of the Compensation

- Committee and
Member of the
Nominating and
Corporate
Governance
Committee.
- (3) Member of the
Compensation
Committee and
Member of the
Executive
Committee.
- (4) Member and
Chair of the
Audit
Committee.
- (5) Member of the
Audit
Committee,
Member of the
Executive
Committee and
Member and
Chair of the
Nominating and
Corporate
Governance
Committee.
- (6) Member of the
Executive
Committee and
Member of the
Nominating and
Corporate
Governance
Committee.

Eugene P. Martineau has served as our Chief Executive Officer and President since September 1998 and as one of our directors since March 1999. Mr. Martineau has over 38 years of experience in the concrete industry. From 1992 until joining us, he served as Executive Vice President for the Concrete Products Group of Southdown, Inc., a publicly traded, integrated cement and ready-mixed concrete company that Cemex S.A. de C.V. acquired in November 2000. From April 1990 through March 1992, Mr. Martineau served as Vice President and General Manager of Southdown's Florida Mining and Materials. Prior to March 1992, Mr. Martineau held various executive management positions with Allied Ready Mix, Inc., Ready Mix Concrete Company, the Lehigh Portland Cement Company and Allied Products Company. Mr. Martineau has served as a director of the National Ready-Mixed Concrete Association, the industry's largest trade organization (the NRMCA), from 1994 through 1997, from 1999 through 2002 and since 2003, and also served as a member of the Executive Committee of the NRMCA during 1997, 2000 and 2004. He served as chairman of the NRMCA's Promotion Committee from 1997 through March 1999. Since 1999, Mr. Martineau has served as a

trustee of the RMC Research Foundation, an organization that serves

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the ready-mixed concrete industry by promoting and funding research and education for the industry, and during 2004 he also served as chairman of the RMC Research Foundation. From 1994 through 1997, Mr. Martineau served as the National Director of RMC 2000, a program that has been adopted by the NRMCA to promote ready-mixed concrete as a building and paving material and improve the overall image of the ready-mixed concrete industry.

T. William Porter, III has served as one of our directors since September 2001. Mr. Porter is the Chairman of Porter & Hedges, L.L.P., a Houston, Texas law firm, of which Mr. Porter has been a partner since its founding in 1981. Mr. Porter is also a director of Cal Dive International, Inc., a marine contractor and operator of offshore oil and gas properties and production facilities, and Copano Energy, L.L.C., a midstream energy company with networks of natural gas gathering and intrastate transmission pipelines in the Texas Gulf Coast region.

Michael W. Harlan has served as our Executive Vice President and Chief Operating Officer since April 2003. Mr. Harlan served as our Chief Financial Officer from September 1998 to November 2004, as Senior Vice President from September 1998 to April 2003, and as our Corporate Secretary from September 1998 to August 1999. Mr. Harlan served as Senior Vice President and Chief Financial Officer of Apple Orthodontix, Inc., an orthodontic practice management company, from March 1997 to August 1998. From December 1996 to February 1997, Mr. Harlan served as a consultant to Apple Orthodontix on financial and accounting matters. From April 1991 through December 1996, Mr. Harlan held various positions in the finance and acquisitions departments, including Treasurer from September 1993 to December 1996, of Sanifill, Inc., an international environmental services company that USA Waste Services, Inc. acquired in 1996. Mr. Harlan is also a director of Waste Connections, Inc., a solid waste services company.

Vincent D. Foster has served as one of our directors since August 1998 and became nonexecutive Chairman of the Board of Directors in May 1999. Mr. Foster is a Senior Managing Director of Main Street Capital Partners, LLC, which manages two investment funds, Main Street Mezzanine Fund, LP and Main Street Capital II, LP, each of which are licensed small business investment corporations, and served as Senior Managing Director of Main Street Equity Ventures II, L.P. (and its predecessor firm), a private equity firm, from 1997 through 2002. From September 1988 through October 1997, Mr. Foster was a partner of Andersen Worldwide and Arthur Andersen LLP, where he served as the director of the corporate finance practice and the mergers and acquisitions practice in the southwestern United States. Mr. Foster has served as a director of the Houston, Texas chapter of the National Association of Corporate Directors, of which he is a founding member, since July 2002. Mr. Foster is also a director of Quanta Services, Inc., an electrical and telecommunications contracting company, Carriage Services, Inc., a death-care company, and Team Inc., a provider of specialty industrial services.

Mary P. Ricciardello has served as one of our directors since February 2003. Ms. Ricciardello served as Senior Vice President and Chief Accounting Officer of Reliant Energy, Incorporated, a diversified energy company now known as CenterPoint Energy, Inc., from 1999 through 2002, where she also served as Senior Vice President and Comptroller from 1999 through 2001, as Vice President and Comptroller from 1996 through 1999, as Corporate Comptroller from 1993 through 1996 and in various other positions from 1982 through 1993. In addition, Ms. Ricciardello served as Senior Vice President and Chief Accounting Officer of Reliant Resources, Inc. (now Reliant Energy, Inc.) from 2001 through 2002, a company to which Reliant Energy, Inc. transferred its unregulated energy business in 2001. Ms. Ricciardello has served as a director of the Houston, Texas chapter of the National Association of Corporate Directors since May 2004. Ms. Ricciardello's current principal occupation is as a certified public accountant, and she has not held a principal employment since leaving her positions with Reliant Energy, Inc. and Reliant Resources, Inc. in 2002. Ms. Ricciardello is also a director of Noble Corporation, an offshore drilling company.

Murray S. Simpson has served as one of our directors since May 1999. From 1975 until 1990, Mr. Simpson served as President and Chief Executive Officer of Super Concrete Corporation. Following that company's merger with British construction materials producer Evered, plc, which is now known as Aggregate Industries, plc, Mr. Simpson served in various roles, including Executive Vice President, Corporate Development, for its United States operations and Director and Counsel for its mid-Atlantic area subsidiary, Bardon, Inc. Mr. Simpson has served on the board of directors of the NRMCA for approximately 26 years and served as chairman of the board from 1997 to 1998. He has also served as a director of the National Aggregates Association.

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Robert S. Walker has served as one of our directors since May 1999 and served as Executive Vice President Operations of our Bay Area Region from May 1999 to December 2000. From 1965 until May 1999, Mr. Walker served as President of Walker's Concrete, Inc., a company we acquired in May 1999. He is currently a real estate developer.

John R. Colson, 58, has served as one of our directors since May 1999. He has served as Chief Executive Officer of Quanta Services, Inc. since February 1998 and as Chairman of the Board of Directors of Quanta since June 2002. From 1991 to February 1998, he served as President of PAR Electrical Contractors, Inc., a company that Quanta acquired in February 1998. Mr. Colson will retire from the Board at the annual meeting.

If a quorum is present, the election of any director requires the favorable vote of the holders of a plurality of the shares of common stock present and voting, in person or by proxy, at the annual meeting. Any abstentions or broker non-votes will not affect the vote. **If you properly sign and return the enclosed proxy, and unless you withhold authority to vote for one or more of the nominees, the persons named as proxies will vote FOR the election of the nominees listed above.** We do not expect that any of the nominees will refuse or be unable to act as a director of U.S. Concrete for the term specified. If, however, any nominee becomes unable or unwilling to serve as a director prior to the vote, the persons named as proxies intend to vote the proxy shares for the election of any other person the Board of Directors may designate.

The Board of Directors recommends that you vote FOR the election of our director nominees.

INFORMATION CONCERNING THE BOARD OF DIRECTORS AND COMMITTEES

Board of Directors

Our Board met six times and took action by unanimous written consent on three occasions during 2005. Our Board has standing audit, compensation, nominating and corporate governance, and executive committees. During 2005, each member of the Board attended at least 75% of the aggregate number of meetings of the Board and any committee of the Board on which such director served. The Board has determined that six of its seven directors, Ms. Ricciardello and Messrs. Colson, Foster, Porter, Simpson and Walker, are independent directors within the meaning of applicable Nasdaq National Market (Nasdaq) listing standards. If Mr. Harlan is elected to the Board of Directors, it is anticipated that the Board will determine that Mr. Harlan is not an independent director within the meaning of applicable Nasdaq listing standards.

U.S. Concrete's policy is to encourage all members of the Board to attend our annual meetings of stockholders. All members of the Board attended last year's annual meeting.

Audit Committee

The audit committee, which met five times during 2005, consists of Ms. Ricciardello (chair) and Messrs. Colson and Simpson. The audit committee is governed by a charter our Board has adopted, a copy of which is available on our website at www.us-concrete.com. U.S. Concrete's common stock is quoted on the Nasdaq. As a result, we are subject to the Nasdaq listing standards. Each member of the audit committee is an independent director in accordance with the applicable rules of the SEC and applicable corporate governance standards of the Nasdaq. The Board has determined that Ms. Ricciardello is an audit committee financial expert as defined in the applicable rules of the SEC. For information relating to Ms. Ricciardello's background, see her biographical information under Election of Directors above.

The audit committee assists our Board in fulfilling its oversight responsibility relating to:

the integrity of our financial statements and financial reporting process;

the adequacy of our internal control over financial reporting;

the qualifications, independence and performance of our independent auditors;

the performance of our internal audit function; and

our compliance with legal and regulatory requirements.

The audit committee's purpose is to oversee our accounting and financial reporting processes, the audits of our financial statements, the qualifications of our independent auditors and the performance of our internal auditors. Our management is responsible for preparing our financial statements and for our internal controls, and our independent auditors are responsible for auditing those financial statements and the related audit of internal control over financial reporting. The audit committee is not providing any expert or special assurance as to our financial statements or any professional certification as to the independent auditor's work. The following functions are among the key duties and responsibilities of the audit committee:

reviewing and discussing with management and our independent auditors our audited and interim unaudited financial statements and related disclosures included in our periodic reports filed with the SEC;

recommending to the Board whether our audited financial statements should be included in our annual report on Form 10-K for that year;

reviewing and discussing the scope and results of the independent auditors' annual audit and quarterly reviews of our financial statements, and any other matters required to be communicated to the audit committee by the independent auditors;

discussing with management, our senior internal auditor and our independent auditors the adequacy and effectiveness of our disclosure controls and procedures, our internal controls and procedures for financial reporting and our risk assessment and risk management policies;

the appointment, compensation, retention and oversight of the work of our independent auditors, including overseeing their independence;

reviewing and pre-approving all audit and permitted non-audit services that may be performed by our independent auditors;

reviewing and assessing, on an annual basis, the adequacy of the audit committee's charter and recommending revisions to the Board; and

reviewing the appointment of our senior internal auditor, reviewing and discussing with such individual the scope and staffing of our internal audits and reviewing all significant internal audit reports.

The audit committee meets separately with the independent auditors to provide an open avenue of communication.

Compensation Committee

The compensation committee, which met six times and took action by unanimous written consent on five occasions during 2005, consists of Messrs. Colson (chair), Foster and Porter. The compensation committee is governed by a charter our Board has adopted, a copy of which is available on our website at www.us-concrete.com. Each member of the compensation committee is an independent director within the meaning of applicable Nasdaq listing standards. Mr. Foster did not qualify as an independent director until January 1, 2006 because in 2002 we paid a private equity firm, of which he was senior managing director, an amount for reimbursement of expenses primarily related to our acquisition program and other business development activities in excess of Nasdaq's standard for determination of director independence. Mr. Foster, who is neither an employee of U.S. Concrete nor an immediate family member of any U.S. Concrete employee, has significant public company executive compensation experience, having served as a member of the compensation committee of our Board since 1999, a member of the compensation committee of the board of directors of Carriage Services, Inc. since 1999 and a member of the compensation committee of the board of directors of Quanta Services, Inc. during 2001. Our Board determined that appointing Mr. Foster to continue on the compensation committee was in the best interest of U.S. Concrete because his broad experience with public company executive compensation matters and his familiarity with our historic compensation policies enable him to make significant contributions to the compensation committee.

The following functions are among the key duties and responsibilities of the compensation committee:

reviewing the competitiveness of our compensation programs for executive officers to (1) ensure the attraction and retention of executive officers, (2) ensure the motivation of executive officers to achieve our business objectives and (3) align the interest of key leadership with the long-term interests of our stockholders;

reviewing trends in management compensation, overseeing the development of new compensation plans and, when necessary, approving the revision of existing plans;

reviewing the performance of our chief executive officer and other executive officers;

reviewing and discussing with our Board and executive officers plans for executive officer development and corporate succession plans for our chief executive officer and other executive officers;

administering our incentive compensation plans; and

approving salaries, bonuses and other compensation for executive officers.

For additional information regarding the compensation committee, see Report of the Compensation Committee Regarding Executive Compensation.

Nominating and Corporate Governance Committee

The nominating and corporate governance committee, which met twice during 2005, consists of Messrs. Simpson (chair), Porter and Walker. The nominating and corporate governance committee is governed by a charter our Board has adopted, a copy of which is available on our website at www.us-concrete.com. Each member of the nominating and corporate governance committee is an independent director within the meaning of applicable Nasdaq listing

standards.

The following functions are among the key duties and responsibilities of the nominating and corporate governance committee:

evaluating candidates for membership on the Board;

recommending to the full Board all nominees for election to the Board by our stockholders;

recommending directors to be elected by the Board to fill vacancies on the Board; and

reviewing, and making recommendations to the Board regarding, corporate governance matters.

In carrying out its function to evaluate and recommend nominees for election to the Board, the nominating and corporate governance committee considers a candidate's mix of skills, experience, character, commitment and diversity of background, all in the context of the requirements of the Board at that point in time. Each candidate should be prepared to participate fully in Board activities, including attendance at, and active participation in, meetings of the Board, and not have other personal or professional commitments that would, in the nominating and corporate governance committee's judgment, interfere with or limit such candidate's ability to do so. Additionally, in determining whether to recommend a director for re-election, the nominating and corporate governance committee also considers the director's past attendance at Board and committee meetings and participation in and contributions to the activities of the Board. The nominating and corporate governance committee has no stated specific, minimum qualifications that must be met by a candidate for a position on our Board. The nominating and corporate governance committee does, however, believe it appropriate for at least one member of the Board to meet the criteria for an audit committee financial expert as defined by SEC rules, and for a majority of the members of the Board meet the definition of independent director within the meaning of applicable Nasdaq listing standards.

The nominating and corporate governance committee's methods for identifying candidates for election to the Board (other than those proposed by U.S. Concrete's stockholders, as discussed below) include the solicitation of ideas for possible candidates from a number of sources, including members of the Board; our executives; individuals personally known to the members of the Board; and other research. The nominating and corporate governance committee also has authority to select and compensate a third-party search firm to help identify candidates, if the committee deems it advisable to do so.

The nominating and corporate governance committee will consider nominees stockholders recommend. Stockholders may submit nominations to the nominating and corporate governance committee in care of Corporate Secretary, U.S. Concrete, Inc., 2925 Briarpark, Suite 1050, Houston, Texas 77042. As to each person a stockholder proposes to nominate for election as a director, our bylaws provide that the nomination notice must (1) include the name, age, business address and principal occupation or employment of that person, the number of shares of common stock that person owns beneficially or of record and any other information relating to that person that Section 14 of the Securities Exchange Act of 1934 and the related SEC rules and regulations require and (2) be accompanied by the written consent of the person that stockholder proposes to nominate for election as a director to be named in the proxy statement as a nominee and to serve as a director if elected. The nomination notice must also include, as to that stockholder and that beneficial owner, if any, of common stock on whose behalf that stockholder is making the nomination or nominations:

the name and address of that stockholder, as they appear on U.S. Concrete's books, and the name and address of that beneficial owner;

the number of shares of common stock which that stockholder and that beneficial owner each owns beneficially or of record;

a description of all arrangements and understandings between that stockholder or that beneficial owner and each proposed nominee of that stockholder and any other person or persons (including their names) pursuant to which that stockholder will make the nomination(s);

a representation by that stockholder that he or she intends to appear in person or by proxy at that meeting to nominate the person(s) named in that nomination notice; and

any other information relating to that stockholder and that beneficial owner that Section 14 of the Securities Exchange Act of 1934 and the related SEC rules and regulations require.

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To be timely for consideration at our 2007 annual meeting, our Corporate Secretary must receive a stockholder's nomination notice at our principal executive offices, at the address set forth above, no earlier than , 2006 and no later than the close of business on , 2007.

The nominating and corporate governance committee will consider all candidates identified through the processes described above, whether identified by the committee or by a stockholder, and will evaluate each of them on the same basis.

Executive Committee

The executive committee, which met once during 2005, consists of Messrs. Foster, Martineau (chair), Simpson and Walker. The following are among the key duties and responsibilities of the executive committee:

reviewing and monitoring the strategic direction of our acquisition program;

approving acquisitions that involve consideration within limits our Board has established; and

v exercising such authority as is delegated to it from time to time by our Board.

Communication with Board of Directors

Stockholders may communicate with our Board by sending their communication to U.S. Concrete, Inc. Board of Directors, c/o Corporate Secretary, 2925 Briarpark, Suite 1050, Houston, Texas 77042. All stockholder communications received by our Corporate Secretary will be delivered to the Chairman of the Board.

Director Compensation

We pay to each of our nonemployee directors the following fees:

an annual retainer of \$10,000;

\$5,000 for each Board meeting attended in person and \$2,500 for each Board meeting attended telephonically;

\$5,000 for each audit committee meeting attended by the chairperson of the audit committee, whether attended in person or telephonically and whether or not the meeting is held on the same day as a Board meeting;

\$4,000 for each audit committee meeting attended by each other member of the audit committee, whether attended in person or telephonically and whether or not the meeting is held on the same day as a Board meeting; and

\$1,000 for each other Board committee meeting attended in person and \$500 for each such other Board committee meeting attended telephonically, unless the committee meeting is held on the same day as a Board meeting, in which case the committee member receives no fee for attending that committee meeting.

We also annually grant each nonemployee director an option to purchase 10,000 shares of common stock under our 1999 Incentive Plan. We do not pay any additional compensation to our employees for serving as directors, but we reimburse all directors for out-of-pocket expenses they incur in connection with attending Board and Board committee meetings or otherwise in their capacity as directors.

EXECUTIVE OFFICERS AND KEY EMPLOYEE

The following table provides information about our current executive officers and a key employee:

| Name | Age | Position(s) held |
|---------------------|------------|--|
| Eugene P. Martineau | 66 | Director, Chief Executive Officer and President |
| Michael W. Harlan | 45 | Executive Vice President and Chief Operating Officer |
| Robert D. Hardy | 45 | Senior Vice President and Chief Financial Officer |
| William T. Albanese | 62 | Regional Vice President Northern California Region |
| Thomas J. Albanese | 59 | Executive Vice President of Sales Bay Area Region |
| Scott R. Evans | 51 | Regional Vice President South Central Region |
| M. Terry Green | 58 | Senior Vice President Operations |
| Sean M. Gore | 38 | Vice President Finance |
| | 57 | Vice President Marketing and Sales |

Wallace H.
Johnson

Gary J. Konnie 52 Vice President Human Resources

Raymond C. 68 Vice President Technical Affairs *

Turpin

Donald C. 39 Vice President, General Counsel and Corporate Secretary

Wayne

Cesar Monroy 45 Treasurer

* Key employee.

For a description
of the business
background of
Messrs. Martineau
and Harlan, see
Election of
Directors above.

Robert D. Hardy has served as our Senior Vice President and Chief Financial Officer since November 2004. From January 2004 through November 2004, Mr. Hardy was self-employed as a business consultant to NL Industries, Inc., an international chemical company. From 1992 through 2003, Mr. Hardy held various positions of increasing responsibility in the tax, accounting and finance departments of NL Industries, including Chief Financial Officer since January 2002, Vice President and Controller from 1999 to September 2003, Assistant Secretary from 1998 to September 2003 and Assistant Treasurer from prior to 1998 to January 2002. From January 2002 until February 2003, he also served as NL Industries' Treasurer. From 1992 to 1998, Mr. Hardy served as NL Industries' Director of Taxes and from 1998 to 1999 he served as its Vice President Tax.

William T. Albanese has served as our Regional Vice President Northern California Region since May 2005, and served as President of our Bay Area Region from June 1999 through May 2005. From 1987 through May 1999, Mr. Albanese served as President of Central Concrete Supply Co., Inc. (Central), one of the companies we acquired in May 1999 as the platform business of our Bay Area Region into which we subsequently consolidated other Bay Area operations. Previously, he served in various other capacities for Central since 1966. Mr. Albanese is the brother of Thomas J. Albanese, the Executive Vice President of Sales of our Bay Area Region.

Thomas J. Albanese has served as Executive Vice President of Sales of our Bay Area Region since June 1999. From 1987 through May 1999, Mr. Albanese served as Vice President of Central. Previously, he served in various other capacities for Central since 1969. Mr. Albanese is the brother of William T. Albanese, the Regional Vice President of our Northern California Region.

Scott R. Evans has served as our Regional Vice President South Central Region since October 2004. Mr. Evans has over 25 years of experience in the ready-mixed concrete industry. He previously served as Vice President and General Manager of Beall Concrete Industries, Ltd. (Beall), our subsidiary operating in north Texas, with additional oversight of our southwest Oklahoma operations, from April 2002 through October 2004, and served as General Manager of Beall from September 2000 through April 2002. From late 1999 to September 2000, Mr. Evans was self-employed as a business consultant to the concrete industry in the north Texas market. From 1986 through 1999, Mr. Evans held various positions of increasing responsibility with Lattimore Materials Company, a ready-mixed concrete company with aggregate quarries operating in north Texas and southern Oklahoma, including President from 1998 through 1999, Executive Vice President from 1990 through 1998, and Vice President and General Manager from 1986 through 1990. From 1981 through 1986, Mr. Evans held various positions with Gifford Hill Concrete Products, a construction materials company, including as Sales Manager of its Dallas, Texas operation from 1983 through 1986.

M. Terry Green has served as our Senior Vice President Operations since October 2005, and served as Vice President Operational Integration from May 1999 through October 2005. Mr. Green has managed the operations of ready-mixed concrete producers and other transportation-related businesses for over 20 years. From August 1998 until May 1999, he served as Vice President of Maintenance for Armellini Express Lines, Inc. From January 1989 until June 1998, Mr. Green served as Director of Maintenance, Equipment and Purchasing for the concrete products division of Southdown, Inc. From 1980 until 1989, Mr. Green held various positions with Kraft, Inc., serving as Private Fleet Operations Manager from 1988 until 1989.

Sean M. Gore has served as our Vice President Finance since February 2006, and served as our Director of Business Development from February 2005 through February 2006. From August 2004 through February 2005, Mr. Gore was self-employed as a business consultant to U.S. Concrete. From January 2004 through July 2004, Mr. Gore was self-employed as a business consultant to Petroleum Geo-Services ASA, an international oilfield services company. From 1995 through 2003, Mr. Gore held various positions of increasing responsibility with Petroleum Geo Services, including Vice President and Corporate Controller from May 2001 through December 2003, Vice President Finance and Business Development from October 1999 through April 2001, Vice President Finance from January 1997 through September 1999, and Controller from May 1995 through December 1996. From 1989 through 1995, Mr. Gore held various positions of increasing responsibility in the audit division of the accounting firm now known as PricewaterhouseCoopers, LLP.

Wallace H. Johnson has served as our Vice President Marketing and Sales since November 2004. Mr. Johnson has over 30 years of experience in the construction supply industry. From June 2002 through November 2004, Mr. Johnson served as Vice President of Sales and Marketing of Systech Inc., a provider of software systems for the

ready-mixed concrete and aggregate industries. From May 2001 through June 2002, he served as Director of Sales of Buildpoint Corp., a provider of online bid management services for general contractors that Construction Software Technologies, Inc. acquired in 2004. From 1977 through May 2001, Mr. Johnson served in various sales and sales management positions within the construction products division of W. R. Grace & Co., a global specialty chemicals and materials company, including from 1996 through 2001 as regional sales manager and from 1993 through 1996 as North American sales manager.

Gary J. Konnie has served as our Vice President Human Resources since November 2004. Mr. Konnie has over 30 years of human resources management experience. From October 2002 through March 2004, Mr. Konnie served as Senior Vice President of Human Resources of El Paso Corporation, a provider of natural gas and related energy products. From October 1999 through October 2002 he served as El Paso's Vice President of Human Resources, and from May 1998 through October 1999 he served as El Paso's director of human resources. From 1996 through May 1998, Mr. Konnie served as vice president of human resources for Meridian Aggregates Company, a producer of construction aggregates. Prior to 1996, Mr. Konnie held various human resources positions with RTZ plc, Burlington Resources Inc., Boise Cascade, LLC and General Motors Corporation.

Raymond C. Turpin has served as our Vice President Technical Affairs since January 2001. From January 2000 through January 2001 he served as our Vice President Technical Marketing and Development. Mr. Turpin has over 40 years of experience in the construction materials industry. From 1988 until joining us, he was Director of Technical Service and New Product Development of Blue C