

BEACON ROOFING SUPPLY INC
 Form 4
 December 03, 2012

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 *
BUCK ROBERT R

2. Issuer Name and Ticker or Trading Symbol
**BEACON ROOFING SUPPLY INC
 [BECN]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
ONE LAKELAND PARK DR.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

PEABODY, MA 01960

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 11/30/2012 | | M | | 40,000 | A | \$ 22.46 |
| Common Stock | 11/30/2012 | | M | | 13,700 | A | \$ 14.45 |
| Common Stock | 11/30/2012 | | M | | 5,342 | A | \$ 15.47 |
| Common Stock | 11/30/2012 | | M | | 2,005 | A | \$ 18.72 |
| Common Stock | 11/30/2012 | | S | | 61,047 | D | \$ 30.6957 |
| | | | | | | | <u>(1)</u> |
| | | | | | | | 66,317 <u>(3)</u> |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 22.46 | 11/30/2012 | | M | 40,000 | 10/24/2007 ⁽²⁾ 10/06/2016 | Common Stock | 40,000 |
| Stock Option | \$ 14.45 | 11/30/2012 | | M | 13,700 | 11/06/2010 ⁽²⁾ 11/06/2019 | Common Stock | 13,700 |
| Stock Option | \$ 15.47 | 11/30/2012 | | M | 5,342 | 11/16/2011 ⁽²⁾ 11/16/2020 | Common Stock | 5,342 |
| Stock Option | \$ 18.72 | 11/30/2012 | | M | 2,005 | 11/18/2012 ⁽²⁾ 11/18/2021 | Common Stock | 2,005 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| BUCK ROBERT R ONE LAKELAND PARK DR. PEABODY, MA 01960 | X | | Chairman | |

Signatures

Robert R. Buck 12/03/2012

**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) The sale price in Column 4 of Table 1 represents a weighted average sales price. Sales were made at prices ranging from \$30.64 to \$30.765. The undersigned undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any

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securityholder of the issuer upon request the number of shares sold at each separate price.

- (2) Option grant vested/vests in one-third increments over a three-year period following the grant date.
- (3) Includes 12,500 restricted shares previously reported.

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.