

Builders FirstSource, Inc.

Form 4

December 03, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCALEENAN DONALD F

(Last) (First) (Middle)

2001 BRYAN STREET, SUITE
1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Builders FirstSource, Inc. [BLDR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 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 Ownership Indirect Beneficial (Instr. 4) |
|---|---|---|---|---|--|--|---|
| Common Stock, par value \$0.01 per share | 12/01/2015 | | M | 23,343 | A \$ 7.67 | 304,577 | D |
| Common Stock, par value \$0.01 per share | 12/01/2015 | | M | 36,657 | A \$ 3.19 | 341,234 | D |
| Common Stock, par value \$0.01 per share | 12/01/2015 | | S | 60,000 | D \$ (1) 13.36 | 281,234 | D |

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| | | | | | | | |
|---|------------|---|--------|---|--------------------|---------|---|
| Common Stock, par value \$0.01 per share | 12/02/2015 | M | 4,300 | A | \$ 3.19 | 285,534 | D |
| Common Stock, par value \$0.01 per share | 12/02/2015 | M | 85,700 | A | \$ 7.15 | 371,234 | D |
| Common Stock, par value \$0.01 per share | 12/02/2015 | S | 90,000 | D | \$ 13.48 (2) | 281,234 | D |

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

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SEC 1474
(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) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) ⁽³⁾ | \$ 7.67 | 12/01/2015 | | M | | 23,343 | | ⁽⁴⁾ | 02/11/2024 | Common Stock | 23,343 |
| Employee Stock Option (right to buy) ⁽³⁾ | \$ 3.19 | 12/01/2015 | | M | | 36,657 | | ⁽⁵⁾ | 02/03/2020 | Common Stock | 36,657 |
| Employee Stock Option (right to buy) ⁽³⁾ | \$ 3.19 | 12/02/2015 | | M | | 4,300 | | ⁽⁵⁾ | 02/03/2020 | Common Stock | 4,300 |

Stock

| | | | | | | | | |
|--|---------|------------|---|--------|------------|------------|-----------------|--------|
| Option (right to buy) ⁽⁶⁾ | \$ 7.15 | 12/02/2015 | M | 85,700 | <u>(7)</u> | 05/22/2018 | Common Stock | 85,700 |
|--|---------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCALEENAN DONALD F 2001 BRYAN STREET SUITE 1600 DALLAS, TX 75201 | | | SVP & General Counsel | |

Signatures

/s/ Donald F.
McAleenan

12/03/2015

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) This transaction was executed in multiple trades at prices ranging from \$13.11 to \$13.55 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.
- (2) This transaction was executed in multiple trades at prices ranging from \$13.27 to \$13.64 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.
- (3) Award issued under the Company's 2007 Incentive Plan, as amended and restated on January 14, 2010.
- (4) The option was granted on February 11, 2014 and vests in 25% increments on each of February 11, 2015-2018.
- (5) The option was granted on February 3, 2010 and vested in 33.33% increments on each of February 3, 2012-2014.
- (6) Award issued under the Company's 2005 Incentive Plan.
- (7) The option was granted on May 22, 2008 and vested in 33.3% increments on each of February 26, 2009-2011

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.