

BEACON ROOFING SUPPLY INC

Form 4

December 03, 2012

**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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response... 0.5

(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)
Common Stock	11/30/2012		M	40,000 A	\$ 22.46 106,317	D	
Common Stock	11/30/2012		M	13,700 A	\$ 14.45 120,017	D	
Common Stock	11/30/2012		M	5,342 A	\$ 15.47 125,359	D	
Common Stock	11/30/2012		M	2,005 A	\$ 18.72 127,364	D	
Common Stock	11/30/2012		S	61,047 D	\$ 30.6957 66,317 <sup>(3)</sup>	D	

(1)

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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
Stock Option	\$ 22.46	11/30/2012		M		40,000		10/24/2007 <sup>(2)</sup>	10/06/2016	Common Stock	40,000
Stock Option	\$ 14.45	11/30/2012		M		13,700		11/06/2010 <sup>(2)</sup>	11/06/2019	Common Stock	13,700
Stock Option	\$ 15.47	11/30/2012		M		5,342		11/16/2011 <sup>(2)</sup>	11/16/2020	Common Stock	5,342
Stock Option	\$ 18.72	11/30/2012		M		2,005		11/18/2012 <sup>(2)</sup>	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.

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