

BEACON ROOFING SUPPLY INC
 Form 4
 December 28, 2015

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 *
GAFFNEY JAMES J

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)
505 HUNTMAR PARK DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2015

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

HERNDON, VA 20170

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common stock, \$.01 par value | 12/23/2015 | | M | 11,250 | A | \$ 24.38 | 11,250 | D |
| Common stock, \$.01 par value | 12/23/2015 | | S | 3,148 | D | \$ 42.08 (1) | 8,102 | D |
| Common stock, \$.01 par value | 12/24/2015 | | S | 8,102 | D | \$ 41.972 (2) | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 (right to buy) | \$ 24.38 | 12/23/2015 | | M | 11,250 | 02/15/2007 02/15/2016 | Common Stock, \$0.01 par value | 11,250 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GAFFNEY JAMES J
505 HUNTMAR PARK DRIVE, SUITE 300 X
HERNDON, VA 20170

Signatures

Joseph M. Nowicki,
Attorney-in-Fact 12/28/2015

**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).

The sales price represents a weighted-average sales price. Sales were made at prices ranging from \$41.97 to \$42.165. The undersigned (1) undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any security holder of the issuer upon request, the number of shares sold at each separate price.

The sales price represents a weighted-average sales price. Sales were made at prices ranging from \$41.95 to \$41.995. The undersigned (2) undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any security holder of the issuer upon request, the number of shares sold at each separate price.

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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