

Grace David R
Form 4
August 13, 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 *
Grace David 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 DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/29/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Treasurer & EVP-Finance

PEABODY, MA 01960

(City) (State) (Zip)

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

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	(A) or (D)	Price
Common Stock, \$.01 par value	12/29/2011		G	V	250	D	(4) 80,437
Common Stock, \$.01 par value	01/09/2012		G	V	600	D	(5) 79,837
Common Stock, \$.01 par value	03/20/2012		G	V	200	D	(4) 79,637

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Common Stock, \$.01 par value	08/09/2012	M	33,000	A	\$ 11.87	112,637	D	
Common Stock, \$.01 par value	08/09/2012	M	21,000	A	\$ 18.64	133,637	D	
Common Stock, \$.01 par value	08/09/2012	M	21,000	A	\$ 22.46	154,637	D	
Common Stock, \$.01 par value	08/09/2012	M	25,000	A	\$ 9.5	179,637	D	
Common Stock, \$.01 par value	08/09/2012	M	35,000	A	\$ 12.25	214,637	D	
Common Stock, \$.01 par value	08/09/2012	M	17,400	A	\$ 14.45	232,037	D	
Common Stock, \$.01 par value	08/09/2012	M	3,427	A	\$ 15.47	235,464	D	
Common Stock, \$.01 par value	08/09/2012	M	1,667	A	\$ 17.87	237,131	D	
Common Stock, \$.01 par value	08/09/2012	S	157,494	D	\$ 25.8776 (2)	79,637	D	
Common Stock, \$.01 par value	01/09/2012	G	600	A	(5)	7,203 (1)	I	See note 1

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

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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	\$ 11.87	08/09/2012		M	33,000	11/03/2005 ⁽³⁾	11/04/2014	Common Stock	33,000
Stock Option	\$ 18.64	08/09/2012		M	21,000	11/02/2006 ⁽³⁾	11/02/2015	Common Stock	21,000
Stock Option	\$ 22.46	08/09/2012		M	21,000	10/24/2007 ⁽³⁾	10/24/2016	Common Stock	21,000
Stock Option	\$ 9.5	08/09/2012		M	25,000	10/22/2008 ⁽³⁾	10/22/2017	Common Stock	25,000
Stock Option	\$ 12.25	08/09/2012		M	35,000	10/22/2009 ⁽³⁾	10/22/2018	Common Stock	35,000
Stock Option	\$ 14.45	08/09/2012		M	17,400	11/06/2010 ⁽³⁾	11/06/2019	Common Stock	17,400
Stock Option	\$ 15.47	08/09/2012		M	3,427	11/16/2011 ⁽³⁾	11/16/2010	Common Stock	3,427
Stock Option	\$ 17.87	08/09/2012		M	1,667	01/01/2012 ⁽³⁾	01/01/2021	Common Stock	1,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grace David R ONE LAKELAND PARK DRIVE PEABODY, MA 01960			CFO, Treasurer & EVP-Finance	

Signatures

David R. Grace 08/13/2012

**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) These shares are held by Mr. Grace's wife individually and as custodian for his son. Mr. Grace's son owns 6,603 shares and his wife owns 600 shares. Mr. Grace disclaims beneficial ownership of these shares.

The sale price represents a weighted-average sale price. Sales were made at prices ranging from \$25.61 to \$26.43. The undersigned
(2) undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any securityholder of the issuer upon request the number of shares sold at each separate price.

(3) Option grant vested in one-third increments over a three-year period following the grant date.

(4) Reflects a gift.

(5) Reflect a gift to Mr. Grace's son.

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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