

BEACON ROOFING SUPPLY INC  
 Form 4  
 July 11, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Cooper Ross D

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)  
 5244 RIVER ROAD;, SECOND FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/07/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President, GC

BETHESDA, MD 20816

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  | (A) or (D)   | Price   |
| Common stock, \$0.01 par value  | 07/07/2016                           |  | M <sup>(1)</sup>               |   | 1,549   | A  | \$ 15.47  |
| Common stock, \$0.01 par value  | 07/07/2016                           |  | S <sup>(1)</sup>               |   | 1,549   | D  | \$ 47.5   |
| Common stock, \$0.01 par        | 07/07/2016                           |  | M <sup>(1)</sup>               |   | 3,148   | A  | \$ 18.72  |
|                                 |                                      |  |                                |   |   |  | 5,255   |
|                                 |                                      |  |                                |   |   |  | 3,706   |
|                                 |                                      |  |                                |   |   |  | 6,854   |

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value

Common stock, \$0.01 par value 07/07/2016 S<sup>(1)</sup> 3,148 D \$ 47.5 3,706 D

Common stock, \$0.01 par value 07/07/2016 S<sup>(1)</sup> 3,706 D \$ 47.5 0 D

Common stock, \$0.01 par value 1,531 I by 401(k) plan

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.**

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (right to buy)                | \$ 15.47   | 07/07/2016                           |  | M <sup>(1)</sup>               | 1,549   | <sup>(2)</sup> 11/16/2020                                | Common stock, \$0.01 par value                                | 1,549                         |
| Stock option (right to buy)                | \$ 18.72   | 07/07/2016                           |  | M <sup>(1)</sup>               | 3,148   | <sup>(3)</sup> 11/18/2021                                | Common stock, \$0.01 par value                                | 3,148                         |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

Cooper Ross D  
5244 RIVER ROAD;  
SECOND FLOOR  
BETHESDA, MD 20816

Executive Vice President, GC

## Signatures

Joseph M. Nowicki,  
Attorney-in-Fact

07/11/2016

\_\_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 sale was made pursuant to a 10b5-1 plan
- (2) The option was fully vested and exercisable as of 11/16/2013
- (3) The option was fully vested and exercisable as of 11/18/2014

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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