

FRAZIER RICHARD C
Form 3
January 05, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â FRAZIER RICHARD C | | (Month/Day/Year) | UNIVERSAL FOREST PRODUCTS INC [UFPI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| 2801 EAST BELTLINE NE | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| GRAND RAPIDS,Â MIÂ 49525 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | President, UFP Western Div. | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 37,243 | D | Â |
| Common Stock | 19,081 | I | by 401(k) Plan |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|------------------|------------------|--------------|----------------------------|-------------------|---------------------------------------|---|
| Employee Stock Option (right to buy) ⁽¹⁾ | 01/31/2004 | 01/31/2011 | Common Stock | 5,000 | \$ 14.125 | D | Â |
| Employee Stock Option (right to buy) ⁽¹⁾ | 01/31/2005 | 01/31/2012 | Common Stock | 5,000 | \$ 21.84 | D | Â |
| Phantom Stock Units | Â ⁽²⁾ | Â ⁽²⁾ | Common Stock | 9,427 | \$ 21.91 | D | Â |
| Conditional Share Award | Â ⁽³⁾ | Â ⁽³⁾ | Common Stock | 400 | \$ ⁽⁴⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRAZIER RICHARD C 2801 EAST BELTLINE NE GRAND RAPIDS, MI 49525 | Â | Â | Â President, UFP Western Div. | Â |

Signatures

/s/ Christina A. Holderman as attorney-in-fact for Richard C. Frazier

01/05/2009

 **Signature of Reporting Person

 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 reporting person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (2) The phantom stock units were accrued under the Company's Deferred Compensation Plan and are payable in cash or shares of the Company's common stock until the reporting person's death, disability or retirement.
- (3) Each conditional share grant vests on the third anniversary of the grant date (February 8, 2011), conditioned upon the recipient's continued employment through that date.
- (4) Each conditional share grant represents a contingent right to receive one share of the Company's common stock.

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.