

Cooper Ross D
Form 4
November 24, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & General Counsel

(Last) (First) (Middle)
6701 DEMOCRACY
BOULEVARD, SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2017

BETHESDA, MD 20817
(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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$0.01 par value	11/21/2017		A	4,278 A \$ 0 ⁽¹⁾	7,056	D	
Common Stock, \$0.01 par value	11/21/2017		F	1,777 D \$ 58.98	5,279	D	
Common Stock, \$0.01 par	11/21/2017		M	1,999 A \$ 0 ⁽²⁾	7,278	D	

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value								
Common Stock, \$0.01 par value	11/21/2017	F	726	D	\$ 58.98	6,552	D	
Common Stock, \$0.01 par value	11/21/2017	M ⁽³⁾	2,000	A	\$ 30.15	8,552	D	
Common Stock, \$0.01 par value	11/21/2017	S ⁽³⁾	2,000	D	\$ 59.75	6,552	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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSUs)	(4)	11/21/2017		M	1,999	(2) (2)	Common Stock, \$0.01 par value	1,999	
Restricted Stock Units (RSUs)	(4)	11/21/2017		A	5,035	(5) (5)	Common Stock, \$0.01 par value	5,035	
	\$ 30.15	11/21/2017		M ⁽³⁾	2,000	(6) 11/14/2022		2,000	

Stock
Option
(right to
buy)

Common
Stock,
\$0.01 par
value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Ross D 6701 DEMOCRACY BOULEVARD SUITE 200 BETHESDA, MD 20817			EVP & General Counsel	

Signatures

/s/ Ross D.
Cooper

11/22/2017

**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) Represents shares issued upon settlement of restricted stock units (RSUs) on satisfaction of performance criteria.
- (2) On November 21, 2014, the reporting individual was granted restricted stock units which vested and settled on the third anniversary of the grant date.
- (3) This sale was made pursuant to a 10b5-1 plan.
- (4) Restricted stock units convert into common stock on a one for one basis.
- (5) Represents restricted stock units vested on satisfaction of performance criteria. These units are still subject to time based vesting and will settle on December 23, 2018.
- (6) This option was fully vested and exercisable as of November 14, 2015.

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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