

Grace David R
Form 4
January 04, 2011

FORM 4

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

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

OMB APPROVAL

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(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)
01/01/2011

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

PEABODY, MA 01960

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, \$.01 par value	11/16/2010		G	V 300 D <u>(6)</u>	228,676	D	
Common Stock, \$.01 par value	11/30/2010		G	V 250 D <u>(6)</u>	228,426	D	
Common Stock, \$.01 par value	01/01/2011		A	5,000 <u>(1)</u> A <u>(2)</u>	233,426	D	
Common Stock, \$.01	01/03/2011		G	V 700 D <u>(7)</u>	232,726	D	

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par value

Common

Stock, \$.01 01/03/2011

G V 20 D (6) 232,706 D

par value

Common

Stock, \$.01 01/03/2011

G V 700 A (7) 6,603 (5) I See Note 5

par value

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 17.87	01/01/2011		A		5,000		01/01/2012 ⁽⁴⁾	01/01/2021	Common Stock, \$.01 par value	5,000

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 01/04/2011

**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).

This number represents the shares that will vest if the company attains targeted performance criteria at the end of a three-year period. The

- (1) actual number of shares that will vest can range from 0% to 125% of this number depending upon actual company performance below or above the target level.
- (2) Represents a grant of shares of restricted stock.
- (3) Reflects stock option grant.
- (4) Option is scheduled to vest in three equal portions over a three-year period beginning one year after the grant date.
- (5) These shares are held by Mr. Grace's wife individually and as custodian for their son. Mr. Grace's son owns 6,003 shares and his wife owns 600 shares. Mr. Grace disclaims beneficial ownership of these shares.
- (6) Reflects a gift.
- (7) This transaction involved a gift of securities by Mr. Grace to his son, who shares his household.

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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