

Cooper Ross D
Form 4
November 24, 2017

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 *
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)

6701 DEMOCRACY
BOULEVARD, SUITE 200

(Street)

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

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

EVP & General Counsel

BETHESDA, MD 20817

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 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 Indirect Beneficial Ownership (Instr. 4)
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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(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
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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