

Cooper Ross D
Form 4
January 22, 2013

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)

5244 RIVER ROAD;, SECOND
FLOOR

(Street)

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

01/18/2013

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

Sr. Vice President, General Co

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

BETHESDA, MD 20816

(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, \$.01 par value	01/18/2013		M	25,000	A \$ 22.16	32,250	D
Common Stock, \$.01 par value	01/18/2013		M	10,000	A \$ 22.46	42,250	D
Common Stock, \$.01 par value	01/18/2013		M	1,575	A \$ 18.72	43,825	D
Common	01/18/2013		S	36,575	D \$	7,250	D

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Stock, \$.01
par value

(1) 35.05
(3)

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)	\$ 22.16	01/18/2013		M	25,000	07/06/2007 ⁽²⁾ 07/06/2016	Common Stock, \$.01 par value 25,000
Stock Option (right to buy)	\$ 22.46	01/18/2013		M	10,000	10/24/2007 ⁽²⁾ 10/24/2016	Common Stock, \$.01 par value 10,000
Stock Option (right to buy)	\$ 18.72	01/18/2013		M	1,575	11/18/2012 ⁽²⁾ 11/18/2021	Common Stock, \$.01 par value 1,575

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cooper Ross D 5244 RIVER ROAD; SECOND FLOOR BETHESDA, MD 20816			Sr. Vice President, General Co	

Signatures

Ross D. Cooper

01/22/2013

__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) Option grant vested in one-third increments over a three-year period following the grant date.
The sales price represents a weighted-average sales price. Sales were made at prices ranging from \$35.00 to \$35.26. The undersigned
- (3) undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any securityholder of the issuer upon request the number of shares sold at each separate price.

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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