

Cooper Ross D
Form 4
December 09, 2010

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)

12/08/2010

____ 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	12/08/2010		M		10,000	A	\$ 9.5 17,250
Common Stock, \$.01 par value	12/08/2010		M		8,000	A	\$ 12.25 25,250
Common Stock, \$.01 par	12/08/2010		S		18,000	D	\$ 18.147 (1)

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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)	\$ 9.5	12/08/2010		M	10,000	10/22/2008 ⁽²⁾ 10/22/2017	Common Stock, \$.01 par value 10,000
Stock Option (right to buy)	\$ 12.25	12/08/2010		M	8,000	10/22/2009 ⁽²⁾ 10/22/2018	Common Stock, \$.01 par value 8,000

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 12/09/2010
 **Signature of Date
 Reporting Person

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).

The sale price in Column 4 of Table 1 represents a weighted average sales price. Sales were made at prices ranging from \$18.13 to

(1) \$18.19. The undersigned 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.

(2) Option grant vested in one-third increments over a three-year period following the grant date.

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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