

SHERMAN FLOYD F
Form 4
May 02, 2006

FORM 4

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

OMB APPROVAL

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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 *
SHERMAN FLOYD F

(Last) (First) (Middle)
2001 BRYAN STREET, SUITE 1600
(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Builders FirstSource, Inc. [BLDR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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)
			Code	V	Amount or Price		
Common Stock, par value \$0.01 per share	04/28/2006		M		100,000 A \$ 3.15	350,000	D
Common Stock, par value \$0.01 per share	04/28/2006		S		1,000 D \$ 21.27	349,000	D
Common Stock, par	04/28/2006		S		1,000 D \$ 21.28	348,000	D

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value \$0.01 per share							
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.31	347,000	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.32	346,000	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,903	D	\$ 21.34	344,097	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.35	343,097	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.36	342,097	D
Common Stock, par value \$0.01 per share	04/28/2006	S	2,000	D	\$ 21.38	340,097	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.4	339,097	D
Common Stock, par value \$0.01 per share	04/28/2006	S	16,000	D	\$ 21.41	323,097	D
Common Stock, par value	04/28/2006	S	19,000	D	\$ 21.42	304,037	D

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\$0.01 per share							
Common Stock, par value \$0.01 per share	04/28/2006	S	8,000	D	\$ 21.43	296,037	D
Common Stock, par value \$0.01 per share	04/28/2006	S	6,000	D	\$ 21.44	290,097	D
Common Stock, par value \$0.01 per share	04/28/2006	S	6,297	D	\$ 21.45	283,800	D
Common Stock, par value \$0.01 per share	04/28/2006	S	2,000	D	\$ 21.46	281,800	D
Common Stock, par value \$0.01 per share	04/28/2006	S	10,400	D	\$ 21.5	271,400	D
Common Stock, par value \$0.01 per share	04/28/2006	S	2,000	D	\$ 21.53	269,400	D
Common Stock, par value \$0.01 per share	04/28/2006	S	400	D	\$ 21.54	269,000	D
Common Stock, par value \$0.01 per share	04/28/2006	S	200	D	\$ 21.56	268,800	D
Common Stock, par value \$0.01 per	04/28/2006	S	1,000	D	\$ 21.59	267,800	D

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share							
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.6	266,800	D
Common Stock, par value \$0.01 per share	04/28/2006	S	3,000	D	\$ 21.61	263,800	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.63	262,800	D
Common Stock, par value \$0.01 per share	04/28/2006	S	100	D	\$ 21.7	262,700	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.71	261,700	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.73	260,700	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.75	259,700	D
Common Stock, par value \$0.01 per share	04/28/2006	S	2,000	D	\$ 21.77	257,700	D
Common Stock, par value \$0.01 per share	04/28/2006	S	1,000	D	\$ 21.78	256,700	D

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

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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 Number Shares
Employee Stock Option (right to buy) ⁽¹⁾	\$ 3.15	04/28/2006		M	100,000	⁽²⁾	01/16/2012	Common Stock	100,000
Employee Stock Option (right to buy) ⁽¹⁾	\$ 3.15	04/28/2006		M	100,000	⁽²⁾	01/16/2012	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERMAN FLOYD F 2001 BRYAN STREET SUITE 1600 DALLAS, TX 75201	X		President & CEO	

Signatures

/s/ Floyd F. Sherman
Date: 05/02/2006

**Signature of 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).

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- (1) Award issued under the Company's 1998 Stock Incentive Plan, as amended and restated March 1, 2004.
- (2) 100% is presently exercisable. Option vested in 25% increments on each of September 1, 2002-2005.
- (3) Not applicable.

Remarks:

Form 1 of 2.

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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