

NOWICKI JOSEPH M
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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOWICKI JOSEPH M

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)

505 HUNTMAR PARK
DRIVE, SUITE 300

(Street)

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

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

HERNDON, VA 20170

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 Ownership (Instr. 4)
Common Stock, \$0.01 par value	11/21/2017		A	7,472	A \$ 0 ⁽¹⁾ 10,781	D	
Common Stock, \$0.01 par value	11/21/2017		F	3,309	D \$ 58.98 7,472	D	
Common Stock, \$0.01 par	11/21/2017		M	3,492	A \$ 0 ⁽²⁾ 10,964	D	

value

Common

Stock,

\$0.01 par 11/21/2017

F

1,156

D

\$
58.98

9,808

D

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
Restricted Stock Units (RSUs)	(3)	11/21/2017		M		3,492		(2)	(2)	Common Stock, \$0.01 par value	3,492
Restricted Stock Units (RSUs)	(3)	11/21/2017		A		11,371		(4)	(4)	Common Stock, \$0.01 par value	11,371

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOWICKI JOSEPH M
505 HUNTMAR PARK DRIVE
SUITE 300
HERNDON, VA 20170

EVP & CFO

Signatures

/s/ Joseph M.
Nowicki

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) Restricted stock units convert into common stock on a one for one basis.
- (4) 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.

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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