

Cooper Ross D
Form 4
November 16, 2012

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/14/2012

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr. Vice President, General Co

(Street)
BETHESDA, MD 20816

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock, \$.01 par value | 11/16/2012 | | M | 5,000 | A \$ 14.45 | 12,250 | D |
| Common Stock, \$.01 par value | 11/16/2012 | | M | 1,549 | A \$ 15.47 | 13,799 | D |
| Common Stock, \$.01 par value | 11/16/2012 | | S | 6,549 | D \$ (3) 29.98 | 7,250 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Underlying Security (Instr. 3 and 4) | | | |
|---|--|---|---|--------------------------------------|---|--|-----|--|--------------------|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 30.15 | 11/14/2012 | | A | | 4,000 | | 11/14/2013 ⁽¹⁾ | 11/14/2022 | Common Stock, \$.01 par value | 4,000 |
| Stock Option (right to buy) | \$ 14.45 | 11/16/2012 | | M | | 5,000 | | 11/06/2010 ⁽¹⁾ | 11/06/2019 | Common Stock, \$.01 par value | 5,000 |
| Stock Option (right to buy) | \$ 15.47 | 11/16/2012 | | M | | 1,549 | | 11/16/2011 ⁽¹⁾ | 11/16/2020 | Common Stock, \$.01 par value | 1,549 |

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 11/16/2012

**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).

(1) Option vested or is scheduled to vest in three equal portions over a three-year period beginning one year after the grant date.

(2) Reflects stock option grant.

The sale price in Column 4 of Table 1 represents a weighted average sales price. Sales were made at prices ranging from \$29.86 to

(3) \$30.28. 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.

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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