

BEACON ROOFING SUPPLY INC
 Form 4
 May 29, 2007

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 *
 Gotsch Peter 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)
 10 SOUTH WACKER DR.-SUITE
 3175
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/24/2007

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

CHICAGO, IL 60606

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|-------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 05/24/2007 | | S | | 1,600 | D | \$ 18.04 | 199,672 | I | See Footnote 1 ⁽¹⁾ |
| Common Stock | 05/24/2007 | | S | | 2,800 | D | \$ 18.05 | 196,872 | I | See Footnote 1 ⁽¹⁾ |
| Common Stock | 05/24/2007 | | S | | 280 | D | \$ 18.06 | 196,592 | I | See Footnote 1 ⁽¹⁾ |
| Common | 05/24/2007 | | S | | 500 | D | \$ 18.08 | 196,092 | I | See |

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| | | | | | | | | |
|-----------------|------------|---|---------|---|----------|---------|---|---------------------------------|
| Stock | | | | | | | | Footnote 1 <u>(1)</u> |
| Common Stock | 05/24/2007 | S | 1,400 | D | \$ 18.09 | 194,692 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 10,721 | D | \$ 17 | 183,971 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 3,434 | D | \$ 17.01 | 180,537 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 2,500 | D | \$ 17.02 | 178,037 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 6,149 | D | \$ 17.03 | 171,888 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 9,068 | D | \$ 17.04 | 162,820 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 10,500 | D | \$ 17.05 | 152,320 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 3,760 | D | \$ 17.06 | 148,560 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 3,100 | D | \$ 17.07 | 145,460 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 1,900 | D | \$ 17.08 | 143,560 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 119,000 | D | \$ 17.1 | 24,560 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 680 | D | \$ 17.17 | 23,880 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 1,700 | D | \$ 17.18 | 22,180 | I | See Footnote 1 <u>(1)</u> |
| Common Stock | 05/25/2007 | S | 800 | D | \$ 17.19 | 21,380 | I | See Footnote 1 <u>(1)</u> |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------|--------|---|-------------------------------|
| Common Stock | 05/25/2007 | S | 1,300 | D | \$ 17.2 | 20,080 | I | See Footnote 1 ⁽¹⁾ |
| Common Stock | 05/25/2007 | S | 19,180 | D | \$ 17.2051 | 900 | I | See Footnote 1 ⁽¹⁾ |
| Common Stock | 05/25/2007 | S | 900 | D | \$ 17.21 | 0 | I | See Footnote 1 ⁽¹⁾ |
| Common Stock | | | | | | 20,000 | D | |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gotsch Peter M 10 SOUTH WACKER DR.-SUITE 3175 CHICAGO, IL 60606 | X | | | |

Signatures

David R. Grace,
Attorney-In-Fact

05/29/2007

__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) These shares were owned by Code, Hennessy & Simmons III, L.P. Mr. Gotsch is a member of the investment committee of Code Hennessy & Simmons LLC, the general partner of CHS Management III, L.P., which in turn is the general partner of Code, Hennessy & Simmons III, L.P. Mr. Gotsch may be deemed to have owned the shares owned by Code, Hennessy & Simmons III, L.P. but disclaims beneficial ownership of shares in which he does not have a pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.