

Builders FirstSource, Inc.
Form 4
December 07, 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 *
JLL PARTNERS FUND V LP

(Last) (First) (Middle)

450 LEXINGTON AVE, SUITE 3350

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 (A) or (D) Price			
Common Stock, par value \$0.01 per share	12/06/2006		P	300,000 A \$ 18.6	8,952,551.5 (1)	I	By Building Products, LLC (2)

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

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SEC 1474 (9-02)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL PARTNERS FUND V LP 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		
JLL Associates V, L.P. 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		
JLL Associates G.P. V, L.L.C. 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		

Signatures

JLL Partners Fund V, L.P. By JLL Associates V, L.P. its general partner By JLL Associates G.P. V, L.L.C., its general partner /s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C. 12/07/2006

Date

**Signature of Reporting Person

By JLL Associates G.P. V, L.L.C., its general partner /s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C. 12/07/2006

Date

**Signature of Reporting Person

/s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C. 12/07/2006

Date

**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).
- (1) The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that any of the reporting persons is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
JLL Partners Fund V, L.P., indirectly beneficially owns 8,952,551.5 shares of common stock, par value \$0.01 per share, of Builders FirstSource, Inc. by virtue of its position as a member of Building Products, LLC, and pursuant to the Amended and Restated Limited Liability Company Agreement of Building Products, LLC. JLL Associates V, L.P., is the general partner of JLL Partners Fund V, L.P. JLL Associates G.P. V, L.L.C. is the general partner of JLL Associates V, L.P.
- (2)

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.