

GLENN MICHAEL B
Form 4
August 23, 2005

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 *
GLENN MICHAEL B

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL FOREST PRODUCTS INC [UFPI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
2801 EAST BELTLINE, N.E.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and COO

GRAND RAPIDS, MI 49525

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |

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

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SEC 1474
(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
|---|----------------------------------|------------|---|------|---|-----|-----|--|-----------------|------------|--------------|
| | | | | | | | | | | | |
| Forward Contract (right/obligation to sell) | <u>(1)</u> <u>(2)</u> <u>(3)</u> | 08/19/2005 | | J | | | | 94,337 <u>(1)</u> <u>(2)</u> <u>(3)</u> | 08/19/2010 | 08/19/2010 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GLENN MICHAEL B 2801 EAST BELTLINE, N.E. GRAND RAPIDS, MI 49525 | | | President and COO | |

Signatures

/s/ Matthew J. Missad, as Attorney in Fact for Michael B. Glenn
 08/23/2005
 **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) On August 19, 2005, Michael B. Glenn entered into a pre-paid variable forward sale contract ("Contract") with Bear Stearns & Co., Inc. ("Bear"). Pursuant to the Contract, Mr. Glenn has pledged 94,337 shares of Common Stock of Universal Forest Products, Inc. to secure his obligation to deliver a maximum of 94,337 shares of Common Stock on August 16, 2010 (the "Settlement Date"). The 94,337 shares represent approximately 28% of the combined number of shares of Common Stock of the Company currently owned and subject to options held by Mr. Glenn. Prior to the Settlement Date, Mr. Glenn retains voting control over the 94,337 shares subject to the Contract. In exchange for his agreement, Mr. Glenn will receive on or about August 24, 2005 approximately \$3,670,760.00 representing approximately 79% of the value of 94,337 shares of Common Stock on August 19, 2005.

(2) Mr. Glenn may settle this Contract by a cash payment to Bear or by the delivery of shares in August 2010. The actual cash amount or number of shares that Mr. Glenn is obligated to deliver in 2010 varies based on the price of the Common Stock on the Settlement Date (the "Settlement Price"). *If the Settlement Price is at or about \$73.9287 per share (the "Ceiling Price"), Mr. Glenn is obligated to deliver a number of shares equal to the product of (a) 94,337 and (b) the ratio that is obtained by dividing the sum (x) \$49.2858 per share (the "Floor Price") and (y) the difference between the Settlement Price and the Ceiling Price, by the Settlement Price; and

(3) If the Settlement Price is between the Floor Price and the Ceiling Price, Mr. Glenn is obligated to deliver a number of shares equal to the product of (a) 94,337 and (b) the ratio that is obtained by dividing the Floor Price by the Settlement Price; and *If the Settlement Price is at or below the Floor Price, Mr. Glenn is obligated to deliver 94,337 shares. The number of shares of Common Stock to be delivered to Mr. Glenn is subject to adjustment in the case of certain antidulutive and extraordinary events and the payment of increased dividends by the Company on the Common Stock.

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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