

Grace David R
Form 4
January 04, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Grace David R

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)

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

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

CFO, Treasurer & EVP-Finance

ONE LAKELAND PARK DRIVE

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

(Street)

PEABODY, MA 01960

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, \$.01 par value | 11/16/2010 | | G | V | 300 | D | <u>6</u> 228,676 | D |
| Common Stock, \$.01 par value | 11/30/2010 | | G | V | 250 | D | <u>6</u> 228,426 | D |
| Common Stock, \$.01 par value | 01/01/2011 | | A | | <u>5,000</u> <u>(1)</u> | A | <u>2</u> 233,426 | D |
| Common Stock, \$.01 | 01/03/2011 | | G | V | 700 | D | <u>7</u> 232,726 | D |

par value

Common
 Stock, \$.01 01/03/2011 G V 20 D (6) 232,706 D
 par value

Common
 Stock, \$.01 01/03/2011 G V 700 A (7) 6,603 (5) I See Note 5
 par value

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (right to buy) | \$ 17.87 | 01/01/2011 | | A | 5,000 | 01/01/2012 ⁽⁴⁾ 01/01/2021 | Common Stock, \$.01 par value 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Grace David R
 ONE LAKELAND PARK DRIVE
 PEABODY, MA 01960

CFO, Treasurer & EVP-Finance

Signatures

David R. Grace 01/04/2011

**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).

This number represents the shares that will vest if the company attains targeted performance criteria at the end of a three-year period. The

(1) actual number of shares that will vest can range from 0% to 125% of this number depending upon actual company performance below or above the target level.

(2) Represents a grant of shares of restricted stock.

(3) Reflects stock option grant.

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

(5) These shares are held by Mr. Grace's wife individually and as custodian for their son. Mr. Grace's son owns 6,003 shares and his wife owns 600 shares. Mr. Grace disclaims beneficial ownership of these shares.

(6) Reflects a gift.

(7) This transaction involved a gift of securities by Mr. Grace to his son, who shares his household.

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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