

Builders FirstSource, Inc.
 Form 4
 December 02, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
CROW M CHAD

(Last) (First) (Middle)
 2001 BRYAN STREET, SUITE 1600
 (Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/30/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 President, COO, and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ 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 | (D) | Price |
| Common Stock, par value \$0.01 per share | 11/30/2015 | | M | | 45,000 | A | \$ 7.15 403,357 |
| Common Stock, par value \$0.01 per share | 11/30/2015 | | M | | 62,500 | A | \$ 3.19 465,857 |
| Common Stock, par | 11/30/2015 | | S | | 107,500 | D | \$ 358,357 13.83 |

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| | | | | | | | |
|-------------------------|------------|--|---|--------|------------|------------|-----------------|
| value | | | | | <u>(1)</u> | | |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 12/01/2015 | | M | 42,500 | A | \$ 3.19 | 400,857 D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 12/01/2015 | | S | 42,500 | D | \$ | |
| \$0.01 per share | | | | | | <u>(2)</u> | 13.35 358,357 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.

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) |
|-------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) <u>(3)</u> | \$ 7.15 | 11/30/2015 | | M | 45,000 | <u>(4)</u> 05/22/2018 | Common Stock 45,000 |
| Employee Stock Option (right to buy) <u>(5)</u> | \$ 3.19 | 11/30/2015 | | M | 62,500 | <u>(6)</u> 02/03/2020 | Common Stock 62,500 |
| Employee Stock Option (right to | \$ 3.19 | 12/01/2015 | | M | 42,500 | <u>(6)</u> 02/03/2020 | Common Stock 42,500 |

buy) ⁽⁵⁾

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CROW M CHAD 2001 BRYAN STREET SUITE 1600 DALLAS, TX 75201 | | | President, COO, and CFO | |

Signatures

/s/ M. Chad
Crow

12/02/2015

__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) This transaction was executed in multiple trades at prices ranging from \$13.33 to \$14.04 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.
 - (2) This transaction was executed in multiple trades at prices ranging from \$13.11 to \$13.55 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.
 - (3) Award issued under the Company's 2005 Incentive Plan.
 - (4) The option was granted on May 22, 2008 and vested in 33.3% increments on each of February 26, 2009-2011
 - (5) Award issued under the Company's 2007 Incentive Plan, as amended and restated on January 14, 2010.
 - (6) The option was granted on February 3, 2010 and vested in 33.33% increments on each of February 3, 2012-2014.

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.