

ISABELLA PAUL
Form 4
November 24, 2017

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 *
ISABELLA PAUL

2. Issuer Name and Ticker or Trading Symbol
BEACON ROOFING SUPPLY INC
[BECN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

505 HUNTMAR PARK
DRIVE, SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2017

HERNDON, VA 20170

(City) (State) (Zip)

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

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, \$0.01 par value | 11/21/2017 | | A | | 23,537 | A | \$ 0 ⁽¹⁾ |
| Common Stock, \$0.01 par value | 11/21/2017 | | F | | 11,228 | D | \$ 58.98 |
| Common Stock, \$0.01 par | 11/21/2017 | | M | | 10,999 | A | \$ 0 ⁽²⁾ |

value

Common
Stock,
\$0.01 par
value

| | | | | | | |
|------------|---|-------|---|-------------|---------|---|
| 11/21/2017 | F | 4,557 | D | \$ 58.98 | 132,046 | 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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units (RSUs) | (3) | 11/21/2017 | | M | 10,999 | (2) (2) | Common Stock, \$0.01 par value 10,999 |
| Restricted Stock Units (RSUs) | (3) | 11/21/2017 | | A | 35,482 | (4) (4) | Common Stock, \$0.01 par value 35,482 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ISABELLA PAUL 505 HUNTMAR PARK DRIVE SUITE 300 HERNDON, VA 20170 | | | President & CEO | |

Signatures

/s/ Paul M.
Isabella

11/22/2017

**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) Represents shares issued upon settlement of restricted stock units (RSUs) on satisfaction of performance criteria.
- (2) On November 21, 2014, the reporting individual was granted restricted stock units which vested and settled on the third anniversary of the grant date.
- (3) Restricted stock units convert into common stock on a one for one basis.
- (4) Represents restricted stock units vested on satisfaction of performance criteria. These units are still subject to time based vesting and will settle on December 23, 2018.

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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