BEACON ROOFING SUPPLY INC

Form 4

November 24, 2015

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

NOWICKI JOSEPH M

2. Issuer Name and Ticker or Trading

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Symbol

BEACON ROOFING SUPPLY INC

[BECN]

(Check all applicable)

EVP & CFO

5. Relationship of Reporting Person(s) to

3. Date of Earliest Transaction

(Month/Day/Year) 11/20/2015

X_ Officer (give title Other (specify below)

505 HUNTMAR PARK DRIVE, SUITE 300

> (Street) 4. If Amendment, Date Original

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

HERNDON, VA 20170

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

Securities Beneficially (Instr. 3, 4 and 5) Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4)

(Instr. 4)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(A)

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

5. Number (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

6. Date Exercisable and

7. Title and Amount of Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Mon Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year	·)	(Instr. 3 and	4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Stock Option (right to buy)	\$ 37.89	11/20/2015		A	9,232		11/20/2016(1)	11/20/2025	Common Stock, \$.01 par value	9,232
Restricted Stock Unit (RSU)	(2)	11/20/2015		A	2,982		(3)	(3)	Common Stock, \$.01 par value	2,982

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NOWICKI JOSEPH M 505 HUNTMAR PARK DRIVE SUITE 300 HERNDON, VA 20170

EVP & CFO

Signatures

Joseph M. Nowicki 11/24/2015

**Signature of Date
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 stock option is scheduled to vest in three (3) equal annual installments beginning on the first anniversary of the grant date.
- (2) Each restricted stock unit represents a contingent right to receive one (1) share of BECN common stock.
- (3) The restricted stock units are scheduled to vest on the third anniversary of the grant date.

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.

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