

Cooper Ross D
Form 4
November 16, 2012

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 *
Cooper Ross D

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)
Sr. Vice President, General Co

(Last) (First) (Middle)
5244 RIVER ROAD;, SECOND FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2012

BETHESDA, MD 20816

(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, \$.01 par value	11/16/2012		M	5,000	A	\$ 14.45	12,250	D
Common Stock, \$.01 par value	11/16/2012		M	1,549	A	\$ 15.47	13,799	D
Common Stock, \$.01 par value	11/16/2012		S	6,549	D	\$ 29.98	7,250	D

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

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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 Security (Instr. 3 and 4)
Stock Option (right to buy)	\$ 30.15	11/14/2012		A	4,000	11/14/2013 ⁽¹⁾ 11/14/2022	Common Stock, \$.01 par value 4,000
Stock Option (right to buy)	\$ 14.45	11/16/2012		M	5,000	11/06/2010 ⁽¹⁾ 11/06/2019	Common Stock, \$.01 par value 5,000
Stock Option (right to buy)	\$ 15.47	11/16/2012		M	1,549	11/16/2011 ⁽¹⁾ 11/16/2020	Common Stock, \$.01 par value 1,549

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cooper Ross D
5244 RIVER ROAD;
SECOND FLOOR
BETHESDA, MD 20816

Sr. Vice President, General Co

Signatures

Ross D. Cooper 11/16/2012

**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) Option vested or is scheduled to vest in three equal portions over a three-year period beginning one year after the grant date.
- (2) Reflects stock option grant.

The sale price in Column 4 of Table 1 represents a weighted average sales price. Sales were made at prices ranging from \$29.86 to

- (3) \$30.28. The undersigned undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any securityholder of the issuer upon request the number of shares sold at each separate price.

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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