

Graff Michael
Form 4
March 04, 2008

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 *
Graff Michael

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

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
 Officer (give title below) Other (specify below)

C/O WARBURG PINCUS LLC, 466 LEXINGTON AVENUE

02/29/2008

(Street)

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

NEW YORK, NY 10017

(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)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01 per share	02/29/2008		P	2,000 A \$ 6.78	8,850,743.5	I ⁽¹⁾	See Footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	02/29/2008		P	723 A \$ 6.79	8,851,466.5	I ⁽¹⁾	See Footnote ⁽¹⁾
Common Stock, par value \$0.01 per share	02/29/2008		P	5,063 A \$ 6.8	8,856,529.5	I ⁽¹⁾	See Footnote ⁽¹⁾

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Common Stock, par value \$0.01 per share	02/29/2008	P	2,444	A	\$ 6.81	8,858,973.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	4,177	A	\$ 6.82	8,863,150.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	8,470	A	\$ 6.83	8,871,620.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	419	A	\$ 6.84	8,872,039.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	4,396	A	\$ 6.85	8,876,435.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	440	A	\$ 6.86	8,876,875.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	1,500	A	\$ 6.88	8,878,375.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	2,708	A	\$ 6.9	8,881,083.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	323	A	\$ 6.92	8,881,406.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	300	A	\$ 6.94	8,881,706.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	1,000	A	\$ 6.95	8,882,706.5	I <u>(1)</u>	See Footnote <u>(1)</u>
	02/29/2008	P	1,000	A	\$ 7	8,883,706.5	I <u>(1)</u>	

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Common Stock, par value \$0.01 per share								See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	02/29/2008	P	2,000	A	\$ 7.04	8,885,706.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	4,800	A	\$ 6.4	8,890,506.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	9,968	A	\$ 6.41	8,900,474.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	2,000	A	\$ 6.44	8,902,474.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	1,000	A	\$ 6.45	8,903,474.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	100	A	\$ 6.46	8,903,574.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	1,000	A	\$ 6.47	8,904,574.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	2,400	A	\$ 6.48	8,906,974.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	1,261	A	\$ 6.49	8,908,235.5	I <u>(1)</u>	See Footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	03/03/2008	P	2,604	A	\$ 6.5	8,910,839.5	I <u>(1)</u>	See Footnote <u>(1)</u>
	03/03/2008	P	1,304	A		8,912,143.5	I <u>(1)</u>	

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Common Stock, par value \$0.01 per share					\$ 6.51				See Footnote (1)
Common Stock, par value \$0.01 per share	03/03/2008		P	1,531	A	\$ 6.52	8,913,674.5	I (1)	See Footnote (1)
Common Stock, par value \$0.01 per share	03/03/2008		P	3,600	A	\$ 6.54	8,917,274.5	I (1)	See Footnote (1)
Common Stock, par value \$0.01 per share	03/03/2008		P	2,900	A	\$ 6.55	8,920,174.5	I (1)	See Footnote (1)
Common Stock, par value \$0.01 per share	03/03/2008		P	1,900	A	\$ 6.59	8,922,074.5	I (1)	See Footnote (1)

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graff Michael C/O WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	X			

Signatures

/s/ Michael Graff	03/04/2008
**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) See Exhibit 99.1

Remarks:

Exhibit List

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Table I (Continued) - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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