

Cooper Ross D
Form 4
March 15, 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)
03/13/2012

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, \$.01 par value	03/13/2012		M	518	A	\$ 12.25	7,768	D	
Common Stock, \$.01 par value	03/13/2012		M	10,000	A	\$ 14.45	17,768	D	
Common Stock, \$.01 par value	03/13/2012		M	1,549	A	\$ 15.47	19,317	D	
Common	03/13/2012		S	518	(1)	D	\$ 25	18,799	D

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Stock, \$.01
par value

Common Stock, \$.01 par value	03/13/2012	S	<u>10,000</u> (1)	D	\$ 25	8,799	D
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Common Stock, \$.01 par value	03/13/2012	S	<u>1,549</u> (1)	D	\$ 25	7,250	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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
Stock Option (right to buy)	\$ 12.25	03/13/2012		M	518	10/22/2009 ⁽²⁾ 10/22/2018	Common Stock, \$.01 par value 518
Stock Option (right to buy)	\$ 14.45	03/13/2012		M	10,000	11/06/2010 ⁽²⁾ 11/06/2019	Common Stock, \$.01 par value 10,000
Stock Option (right to buy)	\$ 15.47	03/13/2012		M	1,549	11/16/2011 ⁽²⁾ 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

03/15/2012

**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) This sale was made pursuant to a 10b-5-1 plan.
 - (2) Option grant vested/vests in one-third increments over a three-year period following 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.
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