

BEACON ROOFING SUPPLY INC

Reported by
BUCK ROBERT R

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/24/17 for the Period Ending 11/21/17

| | |
|-------------|---|
| Address | 505 HUNTMAR PARK DRIVE SUITE 300 HERNDON, VA, 20170 |
| Telephone | 571-323-3939 |
| CIK | 0001124941 |
| Symbol | BECN |
| SIC Code | 5030 - Wholesale-Lumber and Other Construction Materials |
| Industry | Construction Supplies & Fixtures |
| Sector | Consumer Cyclical |
| Fiscal Year | 09/30 |

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 or
Section 30(h) of the Investment Company Act of 1940

| | | | | | |
|---|---------|---|---|---|---|
| 1. Name and Address of Reporting Person * | | 2. Issuer Name and Ticker or Trading Symbol | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | |
| BUCK ROBERT R | | BEACON ROOFING SUPPLY INC [BECN] | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |
| 505 HUNTMAR PARK DRIVE, SUITE 300 | | | 11/21/2017 | | Chairman |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| HERNDON, VA 20170 | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|------------------------------------|----------------|-----------------------------------|---------------------------|---|--|------------|------------|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value | 11/21/2017 | | A | | 4700.00 | A | \$0.00 (1) | 37044.00 | D | |
| Common Stock, \$0.01 par value | 11/21/2017 | | F | | 1286.00 | D | \$58.98 | 35758.00 | D | |
| Common Stock, \$0.01 par value | 11/21/2017 | | M | | 2196.00 | A | \$0.00 (2) | 37954.00 | D | |
| Common Stock, \$0.01 par value | 11/21/2017 | | F | | 601.00 | D | \$58.98 | 37353.00 | D | |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|----------------|-----------------------------------|---------------------------|---|---|-----|---|-----------------|--|----------------------------|---|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units (RSUs) | (3) | 11/21/2017 | | M | | 2196.00 | | (2) | (2) | Common Stock, \$0.01 par value | 2196.00 | \$0.00 | 0.00 | D | |
| Restricted Stock Units (RSUs) | (3) | 11/21/2017 | | A | | 6387.00 | | (4) | (4) | Common Stock, \$0.01 par value | 6387.00 | \$0.00 | 6387.00 | D | |

Explanation of Responses:

- Represents shares issued upon settlement of restricted stock units (RSUs) on satisfaction of performance criteria.
- On November 21, 2014, the reporting individual was granted restricted stock units which vested and settled on the third anniversary of the grant date.
- Restricted stock units convert into common stock on a one for one basis.
- 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUCK ROBERT R 505 HUNTMAR PARK DRIVE SUITE 300 HERNDON, VA 20170 | X | | Chairman | |

Signatures

/s/ Robert R. Buck

11/22/2017

Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.