BEACON ROOFING SUPPLY INC

Form 4 May 29, 2007

FORM 4

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

OMB APPROVAL OMB

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

CHICAGO, IL 60606

(City)

Common

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Gotsch Peter M Issuer Symbol BEACON ROOFING SUPPLY INC (Check all applicable) [BECN] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) 10 SOUTH WACKER DR.-SUITE 05/24/2007 3175 (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

(Zip)

(State)

05/24/2007

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

I

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

\$ 17.22 278,086

		Tabl	C 1 - 14011-1	Jenvanve	Secui	ines Acqui	reu, Disposeu oi,	of Deficition	y Owneu	
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)	(A) or			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)	
Common Stock	05/24/2007		S	6,500	D		294,692	I	See Footnote 1 (1)	
Common Stock	05/24/2007		S	12,506	D	\$ 17.2	282,186	I	See Footnote 1 (1)	
Common Stock	05/24/2007		S	1,500	D	\$ 17.21	280,686	I	See Footnote	

2,600

D

S

See

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Stock								Footnote 1 (1)
Common Stock	05/24/2007	S	369	D	\$ 17.23	277,717	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	7,072	D	\$ 17.25	270,645	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	2,300	D	\$ 17.26	268,345	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	3,300	D	\$ 17.27	265,045	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	100	D	\$ 17.28	264,945	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	2,300	D	\$ 17.3	262,645	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	2,600	D	\$ 17.31	260,045	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	4,343	D	\$ 17.32	255,702	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	1,700	D	\$ 17.33	254,002	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	1,000	D	\$ 17.34	253,002	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	4,538	D	\$ 17.35	248,464	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	3,262	D	\$ 17.36	245,202	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	2,500	D	\$ 17.37	242,702	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	12,310	D	\$ 17.378	230,392	I	See Footnote 1 (1)

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Common Stock	05/24/2007	S	400	D	\$ 17.38	229,992	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	17,792	D	\$ 17.5	212,200	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	679	D	\$ 17.51	211,521	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	729	D	\$ 17.52	210,792	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	1,100	D	\$ 17.76	209,692	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	85	D	\$ 17.78	209,607	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	200	D	\$ 17.8	209,407	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	1,110	D	\$ 17.81	208,297	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	6,425	D	\$ 17.9	201,872	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	500	D	\$ 17.95	201,372	I	See Footnote 1 (1)
Common Stock	05/24/2007	S	100	D	\$ 17.96	201,272	I	See Footnote 1 (1)
Common Stock						20,000	D	

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	-	Title	Number		
						Lacroisdoic			of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Gotsch Peter M 10 SOUTH WACKER DR.-SUITE 3175 X CHICAGO, IL 60606

Signatures

David R. Grace, Attorney-In-Fact

**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).

These shares were owned by Code, Hennessy & Simmons III, L.P. Mr. Gotsch is a member of the investment committee of Code
Hennessy & Simmons LLC, the general partner of CHS Management III, L.P., which in turn is the general partner of Code, Hennessy & Simmons III, L.P. Mr. Gotsch may be deemed to have owned the shares owned by Code, Hennessy & Simmons III, L.P. but disclaims beneficial ownership of shares in which he does not have a pecuniary interest.

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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