

BEACON ROOFING SUPPLY INC

Form 4

August 22, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Grace David R

2. Issuer Name **and** Ticker or Trading
Symbol

BEACON ROOFING SUPPLY INC
[BECN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE LAKELAND PARK DRIVE

(Street)

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

08/21/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CFO, Treasurer & SVP-Finance

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PEABODY, MA 01960

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value	08/21/2008		M		71,663	A	\$ 1.34
							308,846
							D
Common Stock, \$.01 par value	08/21/2008		M		75,075	A	\$ 1.87
							383,921
							D
Common Stock, \$.01 par value	08/21/2008		M		41,633	A	\$ 2.33
							425,554
							D

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Common
Stock,
\$.01 par
value

08/21/2008

S 150,000 D

\$
15.7712 275,554 D
(2)

Common
Stock,
\$.01 par
value

4,238 (1) I

See note
1

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 1.34	08/21/2008		M		71,663		09/22/2004	03/01/2012	Common Stock	71,663
Stock Option	\$ 1.87	08/21/2008		M		75,075		09/22/2004	01/03/2013	Common Stock	75,075
Stock Option	\$ 2.33	08/21/2008		M		41,633		09/22/2004	01/20/2014	Common Stock	41,633

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Grace David R ONE LAKELAND PARK DRIVE PEABODY, MA 01960	CFO, Treasurer & SVP-Finance

Signatures

David R. Grace

08/22/2008

__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) These shares are held by Mr. Grace's son and wife as custodian for his son, both of whom share his household. Mr. Grace's son owns 3,638 shares and his wife owns 600 shares. Mr. Grace disclaims beneficial ownership of these shares.
- (2) The sale price represents a weighted-average sale price. Sales were made at prices ranging from \$15.75 to \$15.87. 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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