

BEACON ROOFING SUPPLY INC  
 Form 4  
 December 28, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GAFFNEY JAMES J**

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)  
**505 HUNTMAR PARK DRIVE,  
 SUITE 300**  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**12/23/2015**

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

**HERNDON, VA 20170**

(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	12/23/2015		M	11,250	A	\$ 24.38	11,250	D
Common stock, \$.01 par value	12/23/2015		S	3,148	D	\$ 42.08 (1)	8,102	D
Common stock, \$.01 par value	12/24/2015		S	8,102	D	\$ 41.972 (2)	0	D

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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 24.38	12/23/2015		M	11,250	02/15/2007 02/15/2016	Common Stock, \$0.01 par value	11,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAFFNEY JAMES J 505 HUNTMAR PARK DRIVE, SUITE 300 HERNDON, VA 20170	X			

## Signatures

Joseph M. Nowicki,  
Attorney-in-Fact

12/28/2015

\*\*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) The sales price represents a weighted-average sales price. Sales were made at prices ranging from \$41.97 to \$42.165. The undersigned undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any security holder of the issuer upon request, the number of shares sold at each separate price.

(2) The sales price represents a weighted-average sales price. Sales were made at prices ranging from \$41.95 to \$41.995. The undersigned undertakes to provide to the staff of the Securities and Exchange Commission, the issuer and any security holder 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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