

Grace David R
Form 4
January 04, 2011

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 *
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)
01/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO, Treasurer & EVP-Finance

PEABODY, MA 01960

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

(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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, \$.01 par value	11/16/2010		G	V	300	D	<u>6</u> 228,676	D
Common Stock, \$.01 par value	11/30/2010		G	V	250	D	<u>6</u> 228,426	D
Common Stock, \$.01 par value	01/01/2011		A		<u>5,000</u> <u>(1)</u>	A	<u>2</u> 233,426	D
Common Stock, \$.01	01/03/2011		G	V	700	D	<u>7</u> 232,726	D

par value

Common
 Stock, \$.01 01/03/2011 G V 20 D (6) 232,706 D
 par value

Common
 Stock, \$.01 01/03/2011 G V 700 A (7) 6,603 (5) I See Note 5
 par value

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

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.

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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)
Stock Option (right to buy)	\$ 17.87	01/01/2011		A	5,000	01/01/2012 ⁽⁴⁾ 01/01/2021	Common Stock, \$.01 par value 5,000

Reporting Owners

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

Signatures

David R. Grace 01/04/2011

**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).

This number represents the shares that will vest if the company attains targeted performance criteria at the end of a three-year period. The

(1) actual number of shares that will vest can range from 0% to 125% of this number depending upon actual company performance below or above the target level.

(2) Represents a grant of shares of restricted stock.

(3) Reflects stock option grant.

(4) Option is scheduled to vest in three equal portions over a three-year period beginning one year after the grant date.

(5) These shares are held by Mr. Grace's wife individually and as custodian for their son. Mr. Grace's son owns 6,003 shares and his wife owns 600 shares. Mr. Grace disclaims beneficial ownership of these shares.

(6) Reflects a gift.

(7) This transaction involved a gift of securities by Mr. Grace to his son, who shares his household.

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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