

Builders FirstSource, Inc.  
 Form 4  
 May 27, 2008

**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 \*  
 SCHENKEL FREDERICK B

(Last) (First) (Middle)  
 2001 BRYAN STREET, SUITE 1600  
 (Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Builders FirstSource, Inc. [BLDR]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/22/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President, Manufacturing

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 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)  | Code V Amount (D) Price   |  |                                   |

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)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | (A) or (D) | (A) or (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|------------|------------|------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (right to buy) | \$ 18                        | 05/22/2008       | D          | (D)        | 5,000      | (1)              | 02/27/2017      | Common Stock | 5,000                      |
| Employee Stock Option (right to buy) | \$ 23.87                     | 05/22/2008       | D          | (D)        | 10,000     | (3)              | 02/14/2016      | Common Stock | 10,000                     |
| Employee Stock Option (right to buy) | \$ 7.15                      | 05/22/2008       | A          | (A)        | 15,000     | (4)              | 05/22/2018      | Common Stock | 15,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| SCHENKEL FREDERICK B<br>2001 BRYAN STREET<br>SUITE 1600<br>DALLAS, TX 75201 |               |           | Vice President, Manufacturing |       |

## Signatures

/s/ Frederick B. Schenkel                      05/23/2008

\_\_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) Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of February 27, 2008-2010.  
On May 22, 2008, pursuant to the Corporation's option exchange offer, the Corporation cancelled all options held by the reporting person that had an exercise price equal to or greater than \$17.90 per share. In exchange, the reporting person received a replacement option on May 22, 2008 for the same number of shares with an exercise price equal to the market price of the underlying stock on the date of grant.
- (3) Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of February 14, 2007-2009.

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- (4) Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of February 26, 2009-2011.

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.