

Builders FirstSource, Inc.
Form 4
August 16, 2016

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 *
SHERMAN FLOYD F

(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)
08/12/2016

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)
Chief Executive Officer

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, par value \$0.01 per share | 08/12/2016 | | M | | 35,753 A \$ 3.15 | 559,963 | D |
| Common Stock, par value \$0.01 per share | 08/12/2016 | | S | | 35,753 D \$ 12.25 | 524,210 | D |
| Common Stock, par | 08/15/2016 | | M | | 100,000 A \$ 3.15 | 624,210 | D |

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value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

| | | | | | | |
|------------|---|---------|---|---------------------------|---------|---|
| 08/15/2016 | S | 100,000 | D | \$ 12.45 <u>(2)</u> | 524,210 | D |
|------------|---|---------|---|---------------------------|---------|---|

Common
Stock, par
value
\$0.01 per
share

| | | | | | | |
|------------|---|---------|---|---------|---------|---|
| 08/16/2016 | M | 100,000 | A | \$ 3.15 | 624,210 | D |
|------------|---|---------|---|---------|---------|---|

Common
Stock, par
value
\$0.01 per
share

| | | | | | | |
|------------|---|---------|---|---------------------------|---------|---|
| 08/16/2016 | S | 100,000 | D | \$ 12.37 <u>(3)</u> | 524,210 | D |
|------------|---|---------|---|---------------------------|---------|---|

Common
Stock, par
value
\$0.01 per
share

| | | | | | | |
|------------|---|---------|---|---------|---------|---|
| 08/16/2016 | M | 130,000 | A | \$ 7.15 | 654,210 | 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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) <u>(4)</u> | \$ 3.15 | 08/12/2016 | | M | 35,753 | <u>(5)</u> | 01/16/2022 | Common Stock | 35,753 |

Employee

Stock

| | | | | | | | | |
|--|---------|------------|---|---------|------------|------------|-----------------|--------|
| Option (right to buy) ⁽⁴⁾ | \$ 3.15 | 08/15/2016 | M | 100,000 | <u>(5)</u> | 01/16/2022 | Common Stock | 100,00 |
|--|---------|------------|---|---------|------------|------------|-----------------|--------|

Employee

Stock

| | | | | | | | | |
|--|---------|------------|---|---------|------------|------------|-----------------|--------|
| Option (right to buy) ⁽⁴⁾ | \$ 3.15 | 08/16/2016 | M | 100,000 | <u>(5)</u> | 01/16/2022 | Common Stock | 100,00 |
|--|---------|------------|---|---------|------------|------------|-----------------|--------|

Employee

Stock

| | | | | | | | | |
|--|---------|------------|---|---------|------------|------------|-----------------|--------|
| Option (right to buy) ⁽⁶⁾ | \$ 7.15 | 08/16/2016 | M | 130,000 | <u>(7)</u> | 05/22/2018 | Common Stock | 130,00 |
|--|---------|------------|---|---------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERMAN FLOYD F 2001 BRYAN STREET SUITE 1600 DALLAS, TX 75201 | X | | Chief Executive Officer | |

Signatures

/s/ Donald F. McAleenan, by power of attorney

08/16/2016

 **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) This transaction was executed in multiple trades at prices ranging from \$12.12 to \$12.33 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.

(2) This transaction was executed in multiple trades at prices ranging from \$12.35 to \$12.56 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.

(3) This transaction was executed in multiple trades at prices ranging from \$12.26 to \$12.40 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and prices at which the transactions were effected upon request by the SEC staff, the issuer, or a security holder of the issuer.

(4) Award issued under the Company's 1998 Stock Incentive Plan.

(5) The option was granted on January 16, 2002 and vested in 25% increments on each of September 1, 2002-2005.

(6) Award issued under the Company's 2005 Incentive Plan.

(7) The option was granted on May 22, 2008 and vested 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.

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