

Builders FirstSource, Inc.

Form 4

December 06, 2006

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 *
Graff Michael

(Last) (First) (Middle)

C/O WARBURG PINCUS LLC, 466
LEXINGTON AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2006

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)

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.01 per share	12/04/2006		P		255	A \$ 16.81	8,704,006.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006		P		900	A \$ 16.83	8,704,906.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006		P		356	A \$ 16.84	8,705,262.5	I <u>(1)</u>	See footnote <u>(1)</u>

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Common Stock, par value \$0.01 per share	12/04/2006	P	600	A	\$ 16.85	8,705,862.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	100	A	\$ 16.86	8,705,962.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	3,452	A	\$ 16.87	8,709,414.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	1,300	A	\$ 16.88	8,710,714.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	500	A	\$ 16.89	8,711,214.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	3,100	A	\$ 16.9	8,714,314.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	600	A	\$ 16.91	8,714,914.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	457	A	\$ 16.92	8,715,371.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	1,914	A	\$ 16.93	8,717,285.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	1,200	A	\$ 16.94	8,718,485.5	I <u>(1)</u>	See footnote <u>(1)</u>
Common Stock, par value \$0.01 per share	12/04/2006	P	239	A	\$ 16.95	8,718,724.5	I <u>(1)</u>	See footnote <u>(1)</u>
	12/04/2006	P	300	A		8,719,024.5	I <u>(1)</u>	

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Common Stock, par value \$0.01 per share					\$ 16.96				See footnote (1)
Common Stock, par value \$0.01 per share	12/04/2006		P	1,700	A	\$ 16.97	8,720,724.5	I (1)	See footnote (1)
Common Stock, par value \$0.01 per share	12/04/2006		P	1,191	A	\$ 16.98	8,721,915.5	I (1)	See footnote (1)
Common Stock, par value \$0.01 per share	12/04/2006		P	2,107	A	\$ 16.99	8,724,022.5	I (1)	See footnote (1)
Common Stock, par value \$0.01 per share	12/04/2006		P	1,029	A	\$ 17	8,725,051.5	I (1)	See footnote (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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Graff Michael C/O WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	X

Signatures

/s/ Michael Graff	12/06/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) See Exhibit 99.1.

Remarks:

Exhibit List:

Exhibit 99.1 - Explanation of Responses

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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