

MCALEENAN DONALD F

Form 4

July 28, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MCALEENAN DONALD 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)

07/26/2011

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

SVP & General Counsel

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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	(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 (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	A N S
				(A)	(D)				
Employee Stock Option (right to buy)	\$ 3.15	07/26/2011	D ⁽¹⁾		236,714	<u>(1)</u>	01/16/2012	Common Stock	2
Employee Stock Option (right to buy)	\$ 3.15	07/26/2011	A ⁽¹⁾	236,714		<u>(1)</u>	01/16/2022	Common Stock	2
Employee Stock Option (right to buy)	\$ 3.15	07/26/2011	D ⁽²⁾		46,295	<u>(2)</u>	02/27/2014	Common Stock	4
Employee Stock Option (right to buy)	\$ 3.15	07/26/2011	A ⁽²⁾	46,295		<u>(2)</u>	02/27/2024	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCALEENAN DONALD F 2001 BRYAN STREET SUITE 1600 DALLAS, TX 75201			SVP & General Counsel	

Signatures

/s/ Donald F.
McAleenan

07/27/2011

**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).

- (1) The reported transactions involved an amendment of an outstanding option solely to extend the term, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise price was not changed by the amendment. The option was originally granted on January 16, 2002 and was 20% vested on the date of grant and vested in 20% increments on each of September 1,

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2002-2005.

- (2) The reported transactions involved an amendment of an outstanding option solely to extend the term, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The exercise price was not changed by the amendment. The option was originally granted on March 1, 2004 and vested based on the Corporation achieving specified performance targets as follows: (i) one-sixth on December 31, 2004, based on performance targets for 2004, (ii) one-sixth on December 31, 2005, based on performance targets for 2005, (iii) one-sixth on December 31, 2006, based on performance targets for 2006, and (iv) one-half on December 31, 2006, based on performance targets for the three-year period including 2004, 2005, and 2006.

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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