

SHERMAN FLOYD F
Form 4
May 02, 2006

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)
04/28/2006

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)
President & CEO

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 | 04/28/2006 | | M | | 100,000 A \$ 3.15 | 350,000 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | | S | | 1,000 D \$ 21.27 | 349,000 | D |
| Common Stock, par | 04/28/2006 | | S | | 1,000 D \$ 21.28 | 348,000 | D |

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| | | | | | | | |
|--|------------|---|--------|---|-------------|---------|---|
| value \$0.01 per share | | | | | | | |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.31 | 347,000 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.32 | 346,000 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,903 | D | \$ 21.34 | 344,097 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.35 | 343,097 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.36 | 342,097 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 2,000 | D | \$ 21.38 | 340,097 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.4 | 339,097 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 16,000 | D | \$ 21.41 | 323,097 | D |
| Common Stock, par value | 04/28/2006 | S | 19,000 | D | \$ 21.42 | 304,037 | D |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|----------|---------|---|
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 8,000 | D | \$ 21.43 | 296,037 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 6,000 | D | \$ 21.44 | 290,097 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 6,297 | D | \$ 21.45 | 283,800 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 2,000 | D | \$ 21.46 | 281,800 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 10,400 | D | \$ 21.5 | 271,400 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 2,000 | D | \$ 21.53 | 269,400 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 400 | D | \$ 21.54 | 269,000 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 200 | D | \$ 21.56 | 268,800 | D |
| \$0.01 per share | | | | | | | |
| Common Stock, par value | 04/28/2006 | S | 1,000 | D | \$ 21.59 | 267,800 | D |
| \$0.01 per | | | | | | | |

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| | | | | | | | |
|--|------------|---|-------|---|-------------|---------|---|
| share | | | | | | | |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.6 | 266,800 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 3,000 | D | \$ 21.61 | 263,800 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.63 | 262,800 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 100 | D | \$ 21.7 | 262,700 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.71 | 261,700 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.73 | 260,700 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.75 | 259,700 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 2,000 | D | \$ 21.77 | 257,700 | D |
| Common Stock, par value \$0.01 per share | 04/28/2006 | S | 1,000 | D | \$ 21.78 | 256,700 | D |

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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) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 3.15 | 04/28/2006 | | M | 100,000 | ⁽²⁾ | 01/16/2012 | Common Stock | 100,000 |
| Employee Stock Option (right to buy) ⁽¹⁾ | \$ 3.15 | 04/28/2006 | | M | 100,000 | ⁽²⁾ | 01/16/2012 | Common Stock | 100,000 |

Reporting Owners

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

Signatures

/s/ Floyd F. Sherman
Date: 05/02/2006

**Signature of Reporting Person

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).

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- (1) Award issued under the Company's 1998 Stock Incentive Plan, as amended and restated March 1, 2004.
- (2) 100% is presently exercisable. Option vested in 25% increments on each of September 1, 2002-2005.
- (3) Not applicable.

Remarks:

Form 1 of 2.

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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