

MCALEENAN DONALD F
 Form 4
 December 14, 2005

FORM 4

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

OMB APPROVAL

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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)
 12/13/2005

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)
 SVP & General Counsel

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 (D) Price | | |
| Common Stock, par value \$0.01 per share | 12/13/2005 | | S | | 30,000 D \$ 20 | 14,297 | D |
| Common Stock, par value \$0.01 per share | 12/14/2005 | | M | | 48,200 (1) A \$ 3.15 | 62,497 | D |
| Common Stock, par value \$0.01 per share | 12/14/2005 | | F | | 7,532 (2) D \$ 20.16 | 54,965 | D |

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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) | Amount or Number of Shares |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock Option (right to buy) ⁽³⁾ | \$ 3.15 | 12/14/2005 | | M | 48,200 | ⁽⁴⁾ 01/16/2012 | Common Stock | 48,200 |

Reporting Owners

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

Signatures

/s/ Donald F. McAleenan 12/14/2005

**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) Exercise price due upon exercise of stock options paid by delivery of already-owned shares of Common Stock.
- (2) The deemed sale price for such securities is the fair market value of shares of Common Stock on December 13, 2005, the last trading day prior to the exercise of the option.
- (3) Award issued under the Company's 1998 Stock Incentive Plan, as amended and restated March 1, 2004.

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(4) 100% is presently exercisable. Option vested 20% on the grant date and in 20% increments on each of September 1, 2002-2005.

(5) Not Applicable.

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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