

Builders FirstSource, Inc.
Form 4
March 01, 2006

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 *
FRANK RAMSEY A

(Last) (First) (Middle)

**C/O JLL PARTNERS, INC., 450
LEXINGTON AVENUE, SUITE
3350**

(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)
02/27/2006

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 | 02/27/2006 | | J | | 17,305,103 | D | <u>(1)</u> <u>(2)</u> 0 |
| | | | | | | I | By Building Products, LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANK RAMSEY A C/O JLL PARTNERS, INC. 450 LEXINGTON AVENUE, SUITE 3350 NEW YORK, NY 10017 | X | X | | |

Signatures

/s/ Ramsey A. Frank
03/01/2006
**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).
- Effective February 27, 2006, JLL Partners Fund V, L.P. and Warburg Pincus Private Equity IX, L.P. each acquired 50% of the limited liability company interests of Building Products, LLC (f.k.a. JLL Building Products, LLC) from the former members of Building Products, LLC, including JLL Partners Fund II, L.P. ("JLL Fund II") and JLL Partners Fund III, L.P. ("JLL Fund III"), for an aggregate purchase price of \$398,017,369. Before the consummation of this transaction, Mr. Frank may have been deemed to have been the indirect beneficial owner of the 17,305,103 shares of common stock, par value \$0.01 per share (the "Common Stock"), of Builders FirstSource, Inc. (the "Company") held by Building Products, LLC by virtue of Mr. Frank's position as a member of the board of managers of Building Products, LLC, as well as his position as a managing member of JLL Associates III, L.P., the general partner of JLL Fund III.
- (1) As a result of the consummation of this transaction, JLL Fund III will have no beneficial ownership of shares of the Company's Common Stock, and Building Products, LLC and Mr. Frank may no longer be deemed to be the beneficial owners of any shares of Common Stock held by Building Products, LLC by virtue of the terms of the amended and restated limited liability company agreement of Building Products, LLC.
- (2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.