

Builders FirstSource, Inc.
 Form 4
 May 27, 2008

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 *
CROW M CHAD

(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)
05/22/2008

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)
VP Finance & Controller

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 18	05/22/2008		D			10,000		<u>(1)</u>	02/27/2017	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 23.87	05/22/2008		D			20,000		<u>(3)</u>	02/14/2016	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 20.8	05/22/2008		D			15,000		<u>(4)</u>	10/25/2015	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 7.15	05/22/2008		A			45,000		<u>(5)</u>	05/22/2018	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROW M CHAD 2001 BRYAN STREET SUITE 1600 DALLAS, TX 75201			VP Finance & Controller	

Signatures

/s/ M. Chad
Crow 05/23/2008

**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)

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Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of February 27, 2008-2010.

- (2) On May 22, 2008, pursuant to the Corporation's option exchange offer, the Corporation cancelled all options held by the reporting person that had an exercise price equal to or greater than \$17.90 per share. In exchange, the reporting person received a replacement option on May 22, 2008 for the same number of shares with an exercise price equal to the market price of the underlying stock on the date of grant.
- (3) Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of February 14, 2007-2009.
- (4) Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of October 25, 2006-2008.
- (5) Employee stock options granted pursuant to the Corporation's 2005 Equity Incentive Plan. The options vest in 33.3% increments on each of February 26, 2009-2011.

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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