

Builders FirstSource, Inc.

Form 4

December 07, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JLL PARTNERS FUND V LP

(Last) (First) (Middle)

450 LEXINGTON AVE, 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)
12/06/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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			
Common Stock, par value \$0.01 per share	12/06/2006		P		300,000	A	\$ 8,952,551.5 18.6 (1)	By Building Products, LLC (2)

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
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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. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JLL PARTNERS FUND V LP 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		
JLL Associates V, L.P. 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		
JLL Associates G.P. V, L.L.C. 450 LEXINGTON AVE, SUITE 3350 NEW YORK, NY 10017		X		

Signatures

JLL Partners Fund V, L.P. By JLL Associates V, L.P. its general partner By JLL Associates G.P. V, L.L.C., its general partner /s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C.	12/07/2006
_____ **Signature of Reporting Person	Date
By JLL Associates G.P. V, L.L.C., its general partner /s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C.	12/07/2006
_____ **Signature of Reporting Person	Date
/s/ Paul S. Levy, Managing Member of JLL Associates G.P. V, L.L.C.	12/07/2006
_____ **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).

- (1) The reporting persons disclaim beneficial ownership of these securities, and this report shall not be deemed an admission that any of the reporting persons is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

JLL Partners Fund V, L.P., indirectly beneficially owns 8,952,551.5 shares of common stock, par value \$0.01 per share, of Builders FirstSource, Inc. by virtue of its position as a member of Building Products, LLC, and pursuant to the Amended and Restated Limited Liability Company Agreement of Building Products, LLC. JLL Associates V, L.P., is the general partner of JLL Partners Fund V, L.P. JLL Associates G.P. V, L.L.C. is the general partner of JLL Associates V, L.P.

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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