

Installed Building Products, Inc.
Form 4
March 17, 2015

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 *
Edwards Jeffrey W.

2. Issuer Name and Ticker or Trading Symbol
Installed Building Products, Inc.
[IBP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO and Chairman

C/O INSTALLED BUILDING PRODUCTS, INC., 495 SOUTH HIGH STREET, SUITE 50

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

COLUMBUS, OH 43215

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/13/2015 | | D ⁽¹⁾ | 315,000 D | 3,470,882 | I | See footnote ⁽²⁾ |
| Common Stock | | | | | 423,258 ⁽³⁾ | D | |
| Common Stock | | | | | 4,227,819 | I | See footnote ⁽⁴⁾ |
| Common | | | | | 72,496 ⁽⁵⁾ | I | See |

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| | | | | |
|-----------------|--------|-----|---|------------------------|
| Stock | | | | footnote (6) |
| Common Stock | 72,496 | (5) | I | See footnote (7) |
| Common Stock | 72,496 | (5) | I | See footnote (8) |
| Common Stock | 72,496 | (5) | I | See footnote (9) |

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.

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 (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 Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Edwards Jeffrey W. C/O INSTALLED BUILDING PRODUCTS, INC. 495 SOUTH HIGH STREET, SUITE 50 COLUMBUS, OH 43215 | X | X | President, CEO and Chairman | |

Signatures

/s/ Shelley A. McBride, attorney-in-fact for Jeffrey W.
Edwards

03/17/2015

__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) Pursuant to a Share Repurchase Agreement between the Issuer and Installed Building Systems, Inc. ("IBS"), the Issuer purchased from IBS 315,000 shares for an aggregate purchase price of \$6,057,450.
- (2) The securities are held directly by IBS. The Reporting person disclaims pecuniary interest in the reported securities except to the extent of his economic interest therein.

Includes 3,614 shares previously held by IBP Management Holdings, LLC that were distributed to the Reporting Person as part of a pro rata distribution on September 15, 2014 and that are now owned directly. Includes 61,400 shares previously held by IBP Investing Management, LLC that were distributed to the Reporting Person on September 15, 2014 and that are now owned directly.
- (4) The securities are held directly by PJAM IBP Holdings, Inc. The Reporting person disclaims pecuniary interest in the reported securities except to the extent of his economic interest therein.

These securities were previously held by single trust holding 289,984 shares, which includes one share previously held by the Reporting Person directly and that was gifted to the single trust on November 19, 2014. Also on November 19, 2014, the trust split into four separate trusts, which are described in footnotes six through nine, and the 289,984 shares were evenly divided among the four separate trusts. The Reporting Person gifted the one share on November 19, 2014 to enable the four separate trusts to receive an equal number of shares.
- (6) The securities are held directly by a trust for the benefit of one of the Reporting Person's children. The Reporting person disclaims pecuniary interest in the reported securities except to the extent of his economic interest therein.
- (7) The securities are held directly by a trust for the benefit of one of the Reporting Person's children. The Reporting person disclaims pecuniary interest in the reported securities except to the extent of his economic interest therein.
- (8) The securities are held directly by a trust for the benefit of one of the Reporting Person's children. The Reporting person disclaims pecuniary interest in the reported securities except to the extent of his economic interest therein.
- (9) The securities are held directly by a trust for the benefit of one of the Reporting Person's children. The Reporting person disclaims pecuniary interest in the reported securities except to the extent of his economic interest therein.

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.