

COLEMAN ROBERT D
Form 4
August 18, 2005

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 *
COLEMAN ROBERT D

2. Issuer Name and Ticker or Trading Symbol
UNIVERSAL FOREST PRODUCTS INC [UFPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2801 EAST BELTLINE, N.E.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive VP Manufacturing

GRAND RAPIDS, MI 49525

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

(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	(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 (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
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Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date	Title
			Code	V	(A)			
Forward Contract (right/obligation to sell)	<u>(1)</u> <u>(2)</u> <u>(3)</u>	08/16/2005	J		25,000 <u>(1)</u> <u>(2)</u> <u>(3)</u>	08/16/2010	08/16/2010	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLEMAN ROBERT D 2801 EAST BELTLINE, N.E. GRAND RAPIDS, MI 49525			Executive VP Manufacturing	

Signatures

/s/ Matthew J. Missad, as Attorney in Fact for Robert D. Coleman
 Date: 08/18/2005

__Signature of Reporting Person

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) On August 16, 2005, Robert D. Coleman entered into a pre-paid variable forward sale contract ("Contract") with Bear Stearns & Co., Inc. ("Bear"). Pursuant to the Contract, Mr. Coleman has pledged 25,000 shares of Common Stock of Universal Forest Products, Inc. to secure his obligation to deliver a maximum of 25,000 shares of Common Stock on August 16, 2010 (the "Settlement Date"). The 25,000 shares represent approximately 20% of the combined number of shares of Common Stock of the Company currently owned and subject to options held by Mr. Coleman. Prior to the Settlement Date, Mr. Coleman retains voting control over the 25,000 shares subject to the Contract. In exchange for his agreement, Mr. Coleman will receive on or about August 22, 2005 approximately \$985,822 representing approximately 79% of the value of 25,000 shares of Common Stock on August 16, 2005.
- Mr. Coleman may settle this Contract by a cash payment to Bear or by the delivery of shares in August 2010. The actual cash amount or number of shares that Mr. Coleman is obligated to deliver in 2010 varies based on the price of the Common Stock on the Settlement Date (the "Settlement Price"). *If the Settlement Price is at or about \$75.015 per share (the "Ceiling Price"), Mr. Coleman is obligated to deliver a number of shares equal to the product of (a) 25,000 and (b) the ratio that is obtained by dividing the sum (x) \$50.01 per share (the "Floor Price") and (y) the difference between the Settlement Price and the Ceiling Price, by the Settlement Price; and
- *If the Settlement Price is between the Floor Price and the Ceiling Price, Mr. Coleman is obligated to deliver a number of shares equal to the product of (a) 25,000 and (b) the ratio that is obtained by dividing the Floor Price by the Settlement Price; and *If the Settlement Price is at or below the Floor Price, Mr. Coleman is obligated to deliver 25,000 shares. The number of shares of Common Stock to be delivered to Mr. Coleman is subject to adjustment in the case of certain antidulutive and extraordinary events and the payment of increased dividends by the Company on the Common Stock.

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.