Installed Building Products, Inc.
Form 4
June 24, 2016

# FORM 4

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

**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

| | |
|---|---|
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Edwards Jeffrey W.

(Last) (First) (Middle)

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

(Street)

COLUMBUS, OH 43215

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 (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, $0.01 par value per share | 06/22/2016 | | X(1)(2) | | 18,457 | A | (1) (2) | 18,457 | I | IBP Holding Company (3) |
| Common Stock, $0.01 par value per share | 06/22/2016 | | J(1)(2) | | 18,457 | D | (1) (2) | 0 | I | IBP Holding Company (3) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Common Stock, $0.01 par value per share | 06/22/2016 | X[(1)(2)] | 15,723 | A | [(1)(2)] | 3,556,605 | I | Installed Building Systems, Inc. [(4)] |
| Common Stock, $0.01 par value per share | 06/22/2016 | J[(1)(2)] | 15,723 | D | [(1)(2)] | 3,540,882 | I | Installed Building Systems, Inc. [(4)] |
| Common Stock, $0.01 par value per share | 06/23/2016 | X[(1)(2)] | 18,457 | A | [(1)(2)] | 18,457 | I | IBP Holding Company [(3)] |
| Common Stock, $0.01 par value per share | 06/23/2016 | J[(1)(2)] | 18,457 | D | [(1)(2)] | 0 | I | IBP Holding Company [(3)] |
| Common Stock, $0.01 par value per share | 06/23/2016 | X[(1)(2)] | 15,723 | A | [(1)(2)] | 3,556,605 | I | Installed Building Systems, Inc. [(4)] |
| Common Stock, $0.01 par value per share | 06/23/2016 | J[(1)(2)] | 15,723 | D | [(1)(2)] | 3,540,882 | I | Installed Building Systems, Inc. [(4)] |
| Common Stock, $0.01 par value per share | 06/24/2016 | X[(1)(2)] | 18,457 | A | [(1)(2)] | 18,457 | I | IBP Holding Company [(3)] |
| Common Stock, $0.01 par value per share | 06/24/2016 | J[(1)(2)] | 18,457 | D | [(1)(2)] | 0 | I | IBP Holding Company [(3)] |
| Common Stock, $0.01 par value per share | 06/24/2016 | X[(1)(2)] | 15,723 | A | [(1)(2)] | 3,556,605 | I | Installed Building Systems, Inc. [(4)] |
| | 06/24/2016 | J[(1)(2)] | 15,723 | D | | 3,540,882 | I | |

| | | | | |
|---|---|---|---|---|
| Common Stock, $0.01 par value per share | (1) (2) | | | Installed Building Systems, Inc. (4) |
| Common Stock, $0.01 par value per share | | 472,534 | D | |
| Common Stock, $0.01 par value per share | | 4,227,819 | I | PJAM IBP Holdings, Inc. (5) |
| Common Stock, $0.01 par value per share | | 72,496 | I | Trust (6) |
| Common Stock, $0.01 par value per share | | 72,496 | I | Trust (7) |
| Common Stock, $0.01 par value per share | | 72,496 | I | Trust (8) |
| Common Stock, $0.01 par value per share | | 72,496 | I | Trust (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price o Derivativ Security |
|---|---|---|---|---|---|---|---|---|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | | (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Capped Call Option (Right to Buy) (10) | $ 20 | 06/22/2016 | X | | | 1 (11) | (11) | (11) | Common Stock | 18,457 | $ 0 |
| Capped Call Option (Right to Buy) (10) | $ 20 | 06/22/2016 | X | | | 1 (12) | (12) | (12) | Common Stock | 15,723 | $ 0 |
| Capped Call Option (right to buy) (10) | $ 20 | 06/23/2016 | X | | | 1 (11) | (11) | (11) | Common Stock | 18,457 | $ 0 |
| Capped Call Option (right to buy) (10) | $ 20 | 06/23/2016 | X | | | 1 (12) | (12) | (12) | Common Stock | 15,723 | $ 0 |
| Capped Call Option (right to buy) (10) | $ 20 | 06/24/2016 | X | | | 1 (11) | (11) | (11) | Common Stock | 18,457 | $ 0 |
| Capped Call Option (right to buy) (10) | $ 20 | 06/24/2016 | X | | | 1 (12) | (12) | (12) | Common Stock | 15,723 | $ 0 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |

| | | | | |
|---|---|---|---|---|
| Edwards Jeffrey W.<br>C/O INSTALLED BUILDING PRODUCTS, INC.<br>495 S. HIGH STREET, SUITE 50<br>COLUMBUS, OH 43215 | X | X | President, CEO and Chairman | |
| Installed Building Systems, Inc.<br>C/O INSTALLED BUILDING PRODUCTS, INC.<br>495 S. HIGH STREET, SUITE 50<br>COLUMBUS, OH 43215 | X | X | | Director by Deputization |
| IBP Holding Co<br>C/O INSTALLED BUILDING PRODUCTS, INC.<br>495 S. HIGH STREET, SUITE 50<br>COLUMBUS, OH 43215 | X | X | | Director by Deputization |

# Signatures

| | |
|---|---|
| /s/ Michael T. Miller, Attorney-in-Fact for Jeffrey W. Edwards | 06/24/2016 |
| **Signature of Reporting Person | Date |
| /s/ Michael T. Miller, Attorney-in-Fact for Installed Building Systems, Inc. | 06/24/2016 |
| **Signature of Reporting Person | Date |
| /s/ Michael T. Miller, Attorney-in-Fact for IBP Holding Company | 06/24/2016 |
| **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)** Represents the automatic exercise and settlement of a cash-settled Call Option. Since the Call Option is cash-settled, the applicable Reporting Person did not acquire, dispose or otherwise transact in any shares of common stock. The applicable Reporting Person entered into the Call Option on June 12, 2014. Pursuant to the terms of the Call Option, which are further described in footnote 10, the counterparty to the Call Option paid to the applicable Reporting Person an amount in cash upon settlement. The amount paid in cash reflects the increase in the price per share of Issuer's common stock from the Call Option's exercise price of $20 per share.

**(2)** Pursuant to Section 16 of the Securities Exchange Act of 1934, the applicable Reporting Person was deemed for Section 16 purposes to have acquired common stock upon exercise at $20 per share and was deemed for Section 16 purposes to have disposed common stock to the counterparty at $32.50 per share, which represents the capped upside participation price of the Call Option to the applicable Reporting Person. However, because the Call Option was cash-settled, the applicable Reporting Person did not actually acquire, dispose or otherwise transact in any shares of common stock.

**(3)** These securities are held directly by IBP Holding Company. Mr. Edwards and Installed Building Systems, Inc. disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(4)** These securities are held directly by Installed Building Systems, Inc. Mr. Edwards and IBP Holding Company disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(5)** These securities are held directly by PJAM IBP Holdings, Inc. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(6)** The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(7)** The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(8)** The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(9)** The securities are held by a trust for the benefit of one of Mr. Edwards' children. The Reporting Persons disclaim pecuniary interest in the reported securities except to the extent of their economic interest therein.

**(10)** The Call Option has a capped upside participation price to the holder of $32.50 (the "Cap Price"). Upon cash settlement of the Call Option, the holder could receive an amount equal to the product of (1) number of shares underlying the Call Option multiplied by (2) the difference between (A) the lower of (i) the Cap Price and (ii) the reference price (which is the average weighted average price, per share, of the underlying shares as reported by the New York Stock Exchange at the expiration time on the expiration date) and (B) the exercise price.

**(11)** The Call Option is a European-style call option that consists of 369,140 shares with 18,457 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.

**(12)** The Call Option is a European-style call option that consists of 314,460 shares with 15,723 shares becoming exercisable and expiring on each of June 1, 2016; June 2, 2016; June 3, 2016; June 6, 2016; June 7, 2016; June 8, 2016; June 9, 2016; June 10, 2016; June 13, 2016; June 14, 2016; June 15, 2016; June 16, 2016; June 17, 2016; June 20, 2016; June 21, 2016; June 22, 2016; June 23, 2016; June 24, 2016; June 27, 2016; and June 28, 2016.

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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