

Adelman Dean A
Form 4
June 07, 2006

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 *
Adelman Dean A

2. Issuer Name and Ticker or Trading Symbol
BlueLinX Holdings Inc. [BXC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BLUELINX CORPORATION,, 4300
WILDWOOD PARKWAY

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Pres., Human Resources

(Street)
ATLANTA, GA 30339

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)
			Code	V	Amount	(D)	Price
Common Stock ⁽¹⁾	06/05/2006		A		8,760	A	2 8,760
						D	

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)

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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. Amount or Number of Shares
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				Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options (right to buy)	\$ 10.29			(3)	11/09/2015	Common Stock	20,000	
Stock Options (right to buy)	\$ 14.01	06/05/2006	A	21,169	(4)	06/05/2016	Common Stock	21,169

Reporting Owners

Reporting Owner Name / Address	Relationships
Adelman Dean A BLUELINX CORPORATION, 4300 WILDWOOD PARKWAY ATLANTA, GA 30339	Director 10% Owner Officer Vice Pres., Human Resources

Signatures

/s/ Matthew R. Nozemack,
Attorney-in-Fact
06/07/2006
Date

**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) This common stock is subject to vesting based on certain time and performance requirements.
- (2) Not applicable.
- (3) Seventy percent of the options granted to Mr. Adelman will vest on the first, second and third anniversary of the grant date of November 9, 2005 in the proportion of 34%, 33% and 33%, respectively. The remaining thirty percent of his options will vest in equal amounts on December 31 following the first, second, third and fourth anniversary of the date of grant, provided that certain performance targets established by the Company's board or compensation committee are attained.
- (4) These stock options vest in five equal annual installments commencing on January 3, 2007.

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.