

Fenton Jeffrey J
 Form 3
 December 13, 2004

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Fenton Jeffrey J</p> <p>(Last) (First) (Middle)</p> <p>C/O BLUELINX HOLDINGS INC.,Â 4300 WILDWOOD PARKWAY</p> <p>(Street)</p> <p>ATLANTA,Â GAÂ 30339</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/13/2004</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>BlueLinX Holdings Inc. [BXC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman of the Board</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	0	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Stock Option (right to buy)	Â (1)	Â (2)	Common Stock, par value \$0.01 per share	200,000	\$ 3.75 (3)	D (3) Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fenton Jeffrey J C/O BLUELINX HOLDINGS INC. 4300 WILDWOOD PARKWAY ATLANTA, GA 30339	Â X	Â	Â Chairman of the Board	Â

Signatures

/s/ Jeffrey J.
Fenton

12/11/2004

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) These options will vest at the end of the reporting person's initial term as a director of BlueLinx Holdings Inc. (the "Company"), which time will coincide with the Company's 2005 annual meeting of stockholders.
- (2) These options expire on August 31, 2014.
- The reporting person is the chairman of the board of directors of the Company. The reporting person individually holds the securities of the Company reported herein. The reporting person is also a senior member of Cerberus Capital Management, L.P. ("Cerberus"), and an advisor to Cerberus, one or more affiliates of which own certain securities of the Company, all of which are subject to the sole voting and
- (3) investment authority of Stephen Feinberg. Mr. Feinberg, in his capacity as the holder of sole voting and investment authority of more than 10% of the common stock of the Company pursuant to Reg. 13d-3, separately files statements pursuant to Section 13 and Section 16 of the Securities Exchange Act of 1934, as amended. The reporting person does not exercise any voting, investment or other authority with respect to any securities of the Company separately reported by Mr. Feinberg.

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.