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

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 25, 2011

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-22684

UNIVERSAL FOREST PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

Michigan	38-1465835
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2801 East Beltline NE, Grand Rapids, Michigan 49525	49525
(Address of principal executive offices) (Zip Code)	(Zip Code)

Registrant's telephone number, including area code (616) 364-616

NONE
(Former name or former address, if changed since last report.)

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yesx Noo

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer x Accelerated Filer o Non-Accelerated Filer o Smaller reporting company o

Indicate by checkmark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding as of June 25, 2011
Common stock, no par value	19,525,590

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UNIVERSAL FOREST PRODUCTS, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited)

(in thousands, except share data)

	June 25, 2011	December 25, 2010	June 26, 2010
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	$ -	$ 43,363	$ 695
Accounts receivable, net	204,220	126,780	229,199
Inventories:			
Raw materials	126,196	113,049	111,670
Finished goods	78,394	77,341	79,899
	204,590	190,390	191,569
Assets held for sale	5,082	2,446	-
Refundable income taxes	2,114	-	-
Other current assets	18,219	19,020	18,110
TOTAL CURRENT ASSETS	434,225	381,999	439,573
OTHER ASSETS	11,453	11,455	5,300
GOODWILL	154,702	154,702	156,296
INDEFINITE-LIVED INTANGIBLE ASSETS	2,340	2,340	2,340
OTHER INTANGIBLE ASSETS, net	13,136	15,933	13,429
PROPERTY, PLANT AND EQUIPMENT:			
Property, plant and equipment	525,197	517,793	518,816
Accumulated depreciation and amortization	(308,200)	(295,642)	(292,390)
PROPERTY, PLANT AND EQUIPMENT, NET	216,997	222,151	226,426
TOTAL ASSETS	$ 832,853	$ 788,580	$ 843,364
LIABILITIES AND EQUITY			
CURRENT LIABILITIES:			
Cash overdraft	$ 8,671	$ -	$ -
Accounts payable	76,521	59,481	83,467
Accrued liabilities:			
Compensation and benefits	39,741	43,909	48,226
Income taxes	-	657	6,736
Other	15,573	15,135	22,995
Current portion of long-term debt and capital lease obligations	23,772	712	692
TOTAL CURRENT LIABILITIES	164,278	119,894	162,116
LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS, less current portion	52,200	54,579	67,932
DEFERRED INCOME TAXES	20,478	20,631	21,539
OTHER LIABILITIES	15,040	12,300	11,929
TOTAL LIABILITIES	251,996	207,404	263,516
EQUITY:			
Controlling interest shareholders' equity:			
Preferred stock, no par value; shares authorized 1,000,000; issued and outstanding, none			
Common stock, no par value; shares authorized 40,000,000;issued and outstanding 19,525,590, 19,333,122 and 19,329,922	$ 19,526	$ 19,333	$ 19,330
Additional paid-in capital	140,636	138,573	135,710
Retained earnings	410,814	414,108	416,562
Accumulated other comprehensive earnings	4,839	4,165	4,018
Employee stock notes receivable	(1,493)	(1,670)	(1,721)
	574,322	574,509	573,899
Noncontrolling interest	6,535	6,667	5,949
TOTAL EQUITY	580,857	581,176	579,848
TOTAL LIABILITIES AND EQUITY	$ 832,853	$ 788,580	$ 843,364

See notes to unaudited consolidated condensed financial statements.

UNIVERSAL FOREST PRODUCTS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF EARNINGS
(Unaudited)

(in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 25, 2011	June 26, 2010	June 25, 2011	June 26, 2010
NET SALES	$ 544,139	$ 638,635	$ 931,372	$ 1,031,593
COST OF GOODS SOLD	487,552	560,749	833,371	902,073
GROSS PROFIT	56,587	77,886	98,001	129,520
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	45,328	54,041	91,816	102,530
NET LOSS ON DISPOSITION OF ASSETS,EARLY RETIREMENT, AND OTHER IMPAIRMENT AND EXIT CHARGES	3,482	212	3,489	384
EARNINGS FROM OPERATIONS	7,777	23,633	2,696	26,606
INTEREST EXPENSE	929	903	1,812	1,789
INTEREST INCOME	(132)	(70)	(380)	(190)
	797	833	1,432	1,599
EARNINGS BEFORE INCOME TAXES	6,980	22,800	1,264	25,007
INCOME TAXES	2,502	8,332	215	8,819
NET EARNINGS	4,478	14,468	1,049	16,188
LESS NET EARNINGS ATTRIBUTABLE TO NONCONTROLLING INTEREST	(201)	(752)	(442)	(1,485)
NET EARNINGS ATTRIBUTABLE TO CONTROLLING INTEREST	$ 4,277	$ 13,716	$ 607	$ 14,703
EARNINGS PER SHARE - BASIC	$ 0.22	$ 0.71	$ 0.03	$ 0.76
EARNINGS PER SHARE - DILUTED	$ 0.22	$ 0.70	$ 0.03	$ 0.75
WEIGHTED AVERAGE SHARES OUTSTANDING	19,413	19,259	19,360	19,258
WEIGHTED AVERAGE SHARES OUTSTANDING WITH COMMON STOCK EQUIVALENTS	19,546	19,531	19,513	19,524

See notes to unaudited consolidated condensed financial statements.

UNIVERSAL FOREST PRODUCTS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF EQUITY
(Unaudited)

(in thousands, except share and per share data)

	Controlling Interest Shareholders' Equity						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Earnings	Employees Stock Notes Receivable	Noncontrolling Interest	Total
Balance at December 26, 2009	**$ 19,285**	**$ 132,765**	**$ 409,278**	**$ 3,633**	**$ (1,743)**	**$ 5,728**	**$ 568,946**
Comprehensive income:							
Net earnings			14,703			1,485	
Foreign currency translation adjustment				385		140	
Total comprehensive earnings							16,713
Purchase of additional noncontrolling interest		(295)				(932)	(1,227)
Distributions to noncontrolling interest						(472)	(472)
Cash dividends - $0.200 per share			(3,871)				(3,871)
Issuance of 62,029 shares under employee stock plans	62	1,269					1,331
Issuance of 76,143 shares under stock grant programs	76	41					117
Issuance of 6,669 shares under deferred compensation plans	7	(7)					-
Repurchase of 100,300 shares	(100)		(3,548)				(3,648)
Tax benefits from non-qualified stock options exercised		379					379
Expense associated with share-based compensation arrangements		1,078					1,078
Accrued expense under deferred compensation plans		473					473
Issuance of 1,298 shares in exchange for employees'stock notes receivable	1	49			(50)		-
Notes receivable adjustment	(1)	(42)			(9)		(52)
Payments received on employee stock notes receivable					81		81
Balance at June 26, 2010	**$ 19,330**	**$ 135,710**	**$ 416,562**	**$ 4,018**	**$ (1,721)**	**$ 5,949**	**$ 579,848**
Balance at December 25, 2010	**$ 19,333**	**$ 138,573**	**$ 414,108**	**$ 4,165**	**$ (1,670)**	**$ 6,667**	**$ 581,176**
Comprehensive income:							
Net earnings			607			442	
Foreign currency translation adjustment				674		281	
Total comprehensive earnings							2,004
Purchase of additional noncontrolling interest						(100)	(100)
Capital contribution from noncontrolling interest						80	80
Distributions to noncontrolling interest						(835)	(835)
Cash dividends - $0.200 per share			(3,905)				(3,905)
Issuance of 30,108 shares under employee stock plans	30	545					575
Issuance of 158,436 shares under stock grant programs	159	(13)	4				150
Issuance of 4,245 shares under deferred compensation plans	4	(4)					-
Tax benefits from non-qualified stock options exercised		154					154
Expense associated with share-based compensation arrangements		1,013					1,013
Accrued expense under deferred compensation plans		380					380
Notes receivable adjustment		(12)			12		-
Payments received on employee stock notes receivable					165		165
Balance at June 25, 2011	**$ 19,526**	**$ 140,636**	**$ 410,814**	**$ 4,839**	**$ (1,493)**	**$ 6,535**	**$ 580,857**

See notes to unaudited consolidated condensed financial statements.

UNIVERSAL FOREST PRODUCTS, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

(in thousands)

	Six Months Ended	
	June 25, 2011	June 26, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings attributable to controlling interest	$ 607	$ 14,703
Adjustments to reconcile net earnings attributable to controlling interest to net cash from operating activities:		
Depreciation	14,452	15,199
Amortization of intangibles	2,873	3,590
Expense associated with share-based compensation arrangements	1,163	1,195
Excess tax benefits from share-based compensation arrangements	(120)	(265)
Deferred income tax credit	(87)	(195)
Net earnings attributable to noncontrolling interest	442	1,485
Net loss on sale or impairment of property, plant and equipment	21	118
Changes in:		
Accounts receivable	(77,166)	(120,961)
Inventories	(13,865)	(26,175)
Accounts payable	16,927	33,706
Accrued liabilities and other	(3,158)	21,627
NET CASH FROM OPERATING ACTIVITIES	(57,911)	(55,973)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment	(12,159)	(11,551)
Acquisitions, net of cash received	-	(5,834)
Proceeds from sale of property, plant and equipment	1,197	382
Purchase of product technology	(77)	-
Advances of notes receivable	-	(1,000)
Collections of notes receivable	294	103
Other, net	19	21
NET CASH FROM INVESTING ACTIVITIES	(10,726)	(17,879)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings under revolving credit facilities	20,931	15,000
Repayment of long-term debt	(272)	(255)
Proceeds from issuance of common stock	575	1,331
Purchase of additional noncontrolling interest	(100)	(1,227)
Distributions to noncontrolling interest	(835)	(472)
Capital contribution from noncontrolling interest	80	-
Dividends paid to shareholders	(3,905)	(3,871)
Repurchase of common stock	-	(3,648)
Excess tax benefits from share-based compensation arrangements	120	265
Other, net	9	14
NET CASH FROM FINANCING ACTIVITIES	16,603	7,137
NET CHANGE IN CASH AND CASH EQUIVALENTS	(52,034)	(66,715)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	43,363	67,410
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ (8,671)	$ 695
SUPPLEMENTAL SCHEDULE OF CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	$ 1,820	$ 1,777
Income taxes	2,964	(8,470)
NON-CASH FINANCING ACTIVITIES:		
Common stock issued under deferred compensation plans	$ 142	$ 178

See notes to unaudited consolidated condensed financial statements

UNIVERSAL FOREST PRODUCTS, INC.

NOTES TO UNAUDITED
CONSOLIDATED CONDENSED FINANCIAL STATEMENTS

A. BASIS OF PRESENTATION

The accompanying unaudited interim consolidated condensed financial statements (the "Financial Statements") include our accounts and those of our wholly-owned and majority-owned subsidiaries and partnerships, and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, the Financial Statements do not include all of the information and footnotes normally included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States. All intercompany transactions and balances have been eliminated.

In our opinion, the Financial Statements contain all material adjustments necessary to present fairly our consolidated financial position, results of operations and cash flows for the interim periods presented. All such adjustments are of a normal recurring nature. These Financial Statements should be read in conjunction with the annual consolidated financial statements, and footnotes thereto, included in our Annual Report to Shareholders on Form 10-K for the fiscal year ended December 25, 2010.

Certain prior year information has been reclassified to conform to the current year presentation.

In June 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update No. 2011-05, "Presentation of Comprehensive Income" ("ASU 2011-05"). ASU 2011-05 eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. Under ASU 2011-05, an entity has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a continuous statement of comprehensive income or in two separate consecutive statements. The amended guidance is effective for financial periods beginning after December 15, 2011. ASU 2011-05 is not expected to have a material effect on the Company's consolidated financial position or results of operations.

B. FAIR VALUE

We apply the provisions of ASC 820, *Fair Value Measurements and Disclosures*, to assets and liabilities measured at fair value. Assets measured at fair value are as follows:

(in thousands)	June 25, 2011 Quoted Prices in Active Markets (Level 1)	June 25, 2011 Prices with Other Observable Inputs (Level 2)	June 25, 2011 Total	June 26, 2010 Quoted Prices in Active Markets (Level 1)	June 26, 2010 Prices with Other Observable Inputs (Level 2)	June 26, 2010 Total
Recurring:						
Money market funds	$ 84		$ 84	$ 64		$ 64
Mutual funds:						
Domestic stock funds	570		570	436		436
International stock funds	539		539	395		395
Target funds	153		153	114		114
Bond funds	105		105	49		49
Total mutual funds	1,367		1,367	994		994
Non-Recurring:						
Property, plant and equipment					$ 165	165
	$ 1,451		$ 1,451	$ 1,058	$ 165	$ 1,223

Mutual funds are valued at prices quoted in an active exchange market and are held in "Other Assets". Property, plant and equipment are valued based on active market prices and other relevant information for sales of similar assets. We have elected not to apply the fair value option under ASC 825, *Financial Instruments*, to any of our financial instruments except for those expressly required by U.S. GAAP.

We do not maintain any Level 3 assets or liabilities that would be based on significant unobservable inputs.

C. REVENUE RECOGNITION

Earnings on construction contracts are reflected in operations using either percentage-of-completion accounting, which includes the cost to cost and units of delivery methods, or completed contract accounting, depending on the nature of the business at individual operations. Under percentage-of-completion using the cost to cost method, revenues and related earnings on construction contracts are measured by the relationships of actual costs incurred related to the total estimated costs. Under percentage-of-completion using the units of delivery method, revenues and related earnings on construction contracts are measured by the relationships of actual units produced related to the total number of units. Revisions in earnings estimates on the construction contracts are recorded in the accounting period in which the basis for such revisions becomes known. Projected losses on individual contracts are charged to operations in their entirety when such losses become apparent. Under the completed contract method, revenues and related earnings are recorded when the contracted work is complete and losses are charged to operations in their entirety when such losses become apparent.

UNIVERSAL FOREST PRODUCTS, INC.

The following table presents the balances of percentage-of-completion accounts which are included in "Other current assets" and "Accrued liabilities: Other", respectively (in thousands):

	June 25, 2011	December 25, 2010	June 26, 2010
Cost and Earnings in Excess of Billings	$ 5,716	$ 3,604	$ 5,333
Billings in Excess of Cost and Earnings	1,751	2,126	4,426

D. EARNINGS PER SHARE

A reconciliation of the changes in the numerator and the denominator from the calculation of basic EPS to the calculation of diluted EPS follows (in thousands, except per share data):

	Three Months Ended June 25, 2011			Three Months Ended June 26, 2010		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Net Earnings Attributable to Controlling Interest	$ 4,277			$ 13,716		
EPS – Basic						
Income available to common stockholders	4,277	19,413	$ 0.22	13,716	19,259	$ 0.71
Effect of dilutive securities						
Options		133			272	
EPS - Diluted						
Income available to common stockholders and assumed options exercised	$ 4,277	19,546	$ 0.22	$ 13,716	19,531	$ 0.70

	Six Months Ended June 25, 2011			Six Months Ended June 26, 2010		
	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Net Earnings Attributable to Controlling Interest	$ 607			$ 14,703		
EPS – Basic						
Income available to common stockholders	607	19,360	$ 0.03	14,703	19,258	$ 0.76
Effect of dilutive securities						
Options		153			266	
EPS - Diluted						
Income available to common stockholders and assumed options exercised	$ 607	19,513	$ 0.03	$ 14,703	19,524	$ 0.75

Options to purchase 30,000 shares were not included in the computation of diluted EPS for the quarter ended June 25, 2011 because the options' exercise price was greater than the average market price of the common stock during the period and, therefore would be antidilutive.

Options to purchase 10,000 shares were not included in the computation of diluted EPS for the six months ended June 25, 2011 because the options' exercise price was greater than the average market price of the common stock during the period and, therefore would be antidilutive.

No options were excluded from the computation of diluted EPS for the quarter and six months ended June 26, 2010.

E. ASSETS HELD FOR SALE AND NET LOSS ON DISPOSITION OF ASSETS, EARLY RETIRMENT AND OTHER IMPAIRMENTS AND EXIT CHARGES

Included in "Assets held for sale" on our Consolidated Condensed Balance Sheets are certain property, plant and equipment totaling $5.1 million on June 25, 2011. The assets held for sale consist of certain vacant land and facilities we previously closed to better align manufacturing capacity with the current business environment. The fair values were determined based on appraisals or recent offers to acquire assets. These and other idle assets were evaluated based on the requirements of ASC 360, which resulted in impairment and other exit charges included in "Net loss on disposition of assets, early retirement and other impairment and exit charges" for the periods presented below. These amounts include the following, separated by reporting segment (in thousands):

UNIVERSAL FOREST PRODUCTS, INC.

	Three Months Ended June 25, 2011				Three Months Ended June 26, 2010			
	Eastern and Western Divisions	Atlantic Division	Corporate	All Other	Eastern and Western Divisions	Atlantic Division	Corporate	All Other
Severances and early retirement	$ 10		$ 3,309		$ 17	$ 8	$ 16	$ 13
Property, plant and equipment	(28)		191		(127)		285	

	Six Months Ended June 25, 2011				Six Months Ended June 26, 2010			
	Eastern and Western Divisions	Atlantic Division	Corporate	All Other	Eastern and Western Divisions	Atlantic Division	Corporate	All Other
Severances and early retirement	$ 118	$ 16	$ 3,334		$ 136	$ 85	$ 21	$ 24
Property, plant and equipment	(106)	(33)	158	$ 2	(145)	(11)	278	(4)

Our chief executive officer resigned on June 20, 2011; on that same date we entered into a consulting and non-competition agreement with him. Therefore, we accrued for the present value of the future payments to him totaling $2.6 million at the end of June 2011. This amount is included in “severances and early retirement” expenses under Corporate in the table above.

The changes in assets held for sale are as follows (in thousands):

Description	Net Book Value	Date of Sale	Net Sales Price
Assets held for sale as of December 25, 2010	$ 2,446		
Additions	5,082		
Transfers to held for use	(1,619)		
Sale of certain real estate in Indianapolis, Indiana	(827)	May 17, 2011	$0.7 million
Assets held for sale as of June 25, 2011	$ 5,082		

F. COMMITMENTS, CONTINGENCIES, AND GUARANTEES

We are self-insured for environmental impairment liability, including certain liabilities which are insured through a wholly owned subsidiary, UFP Insurance Ltd., a licensed captive insurance company.

We own and operate a number of facilities throughout the United States that chemically treat lumber products. In connection with the ownership and operation of these and other real properties, and the disposal or treatment of hazardous or toxic substances, we may, under various federal, state, and local environmental laws, ordinances, and regulations, be potentially liable for removal and remediation costs, as well as other potential costs, damages, and expenses. Environmental reserves, calculated with no discount rate, have been established to cover remediation activities at our affiliates' wood preservation facilities in Stockertown, PA; Elizabeth City, NC; Auburndale, FL; Gordon, PA; Janesville, WI; and Medley, FL. In addition, a reserve was established for our affiliate's facility in Thornton, CA to remove certain lead containing materials which existed on the property at the time of purchase. During 2009, a subsidiary entered into a consent order with the State of Florida to conduct additional testing at the Auburndale, FL facility. We admitted no liability and the costs are not expected to be material.

On a consolidated basis, we have reserved approximately $3.3 million on June 25, 2011 and $4.2 million on June 26, 2010, representing the estimated costs to complete future remediation efforts. These amounts have not been reduced by an insurance receivable.

From time to time, various special interest environmental groups have petitioned certain states requesting restrictions on the use or disposal of CCA treated products. The wood preservation industry trade groups are working with the individual states and their regulatory agencies to provide an accurate, factual background which demonstrates that the present method of uses and disposal is scientifically supported. Our affiliates market a modest amount of CCA treated products for permitted, non-residential applications.

We have not accrued for any potential loss related to the contingencies above. However, potential liabilities of this nature are not conducive to precise estimates and are subject to change.

In addition, on June 25, 2011, we were parties either as plaintiff or defendant to a number of lawsuits and claims arising through the normal course of our business. In the opinion of management, our consolidated financial statements will not be materially affected by the outcome of these contingencies and claims.

On June 25, 2011, we had outstanding purchase commitments on capital projects of approximately $4.9 million.

We provide a variety of warranties for products we manufacture. Historically, warranty claims have not been material. We distribute products manufactured by other companies, some of which are no longer in business. While we do not warrant these products, we have received claims as a distributor of these products when the manufacturer no longer exists or has the ability to pay. Historically, these costs have not had a material affect on our consolidated financial statements.

In certain cases we supply building materials and labor to site-built construction projects or we jointly bid on contracts with framing companies for such projects. In some instances we are required to post payment and performance bonds to insure the owner that the products and installation services are completed in accordance with our contractual obligations. We have agreed to indemnify the surety for claims made against the bonds. As of June 25, 2011, we had approximately $26.8 million in outstanding payment and performance bonds, which expire during the next two years. In addition, approximately $19.7 million in payment and performance bonds are outstanding for completed projects which are still under warranty.

We have entered into operating leases for certain assets that include a guarantee of a portion of the residual value of the leased assets. If, at the expiration of the initial lease term we do not exercise our option to purchase the leased assets and these assets are sold by the lessor for a price below a predetermined amount, we will reimburse the lessor for a certain portion of the shortfall. These operating leases will expire periodically over the next three years. The estimated maximum aggregate exposure of these guarantees is approximately $0.6 million.

On June 25, 2011, we had outstanding letters of credit totaling $31.3 million, primarily related to certain insurance contracts and industrial development revenue bonds described further below.

In lieu of cash deposits, we provide irrevocable letters of credit in favor of our insurers to guarantee our performance under certain insurance contracts. We currently have irrevocable letters of credit outstanding totaling approximately $18.9 million for these types of insurance arrangements. We have reserves recorded on our balance sheet, in accrued liabilities, that reflect our expected future liabilities under these insurance arrangements.

We are required to provide irrevocable letters of credit in favor of the bond trustees for all of the industrial development revenue bonds that we have issued. These letters of credit guarantee principal and interest payments to the bondholders. We currently have irrevocable letters of credit outstanding totaling approximately $12.4 million related to our outstanding industrial development revenue bonds. These letters of credit have varying terms but may be renewed at the option of the issuing banks.

Certain wholly owned domestic subsidiaries have guaranteed the indebtedness of Universal Forest Products, Inc. in certain debt agreements, including the Series 2002-A Senior Notes and our revolving credit facility. The maximum exposure of these guarantees is limited to the indebtedness outstanding under these debt arrangements and this exposure will expire concurrent with the expiration of the debt agreements.

Many of our wood treating operations utilize "Subpart W" drip pads, defined as hazardous waste management units by the EPA. The rules regulating drip pads require that the pad be "closed" at the point that it is no longer intended to be used for wood treating operations or to manage hazardous waste. Closure involves identification and disposal of contaminants which are required to be removed from the facility. The cost of closure is dependent upon a number of factors including, but not limited to, identification and removal of contaminants, cleanup standards that vary from state to state, and the time period over which the cleanup would be completed. Based on our present knowledge of existing circumstances, it is considered probable that these costs will approximate $0.7 million. As a result, this amount is recorded in other long-term liabilities on June 25, 2011.

We did not enter into any new guarantee arrangements during the second quarter of 2011 which would require us to recognize a liability on our balance sheet.

G. BUSINESS COMBINATIONS

No business combinations were completed in fiscal 2011. We completed the following business combinations in fiscal 2010 which were accounted for using the purchase method (in millions):

Company Name	Acquisition Date	Purchase Price	Intangible Assets	Net Tangible Assets	Operating Segment	Business Description
Shepherd Distribution Co. ("Shepherd")	April 29, 2010	$ 5.9 (asset purchase)	$ 2.2	$ 3.7	Distribution Division	Distributes shingle underlayment, bottom board, house wrap, siding, poly film and other products to manufactured housing and RV customers. Headquartered in Elkhart, Indiana, it has distribution capabilities throughout the United States.
Service Supply Distribution, Inc. ("Service Supply")	March 8, 2010	$ 0.6 (asset purchase)	$ 0.0	$ 0.6	Distribution Division	Distributes certain plumbing, electrical, adhesives, flooring, paint and other products to manufactured housing and RV customers. Headquartered in Cordele, Georgia, it has distribution capabilities throughout the United States.

The business combinations mentioned above were not significant to our operating results individually or in aggregate, and thus pro forma results are not presented.

H. SEGMENT REPORTING

ASC 280, *Segment Reporting* ("ASC 280"), defines operating segments as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

Our operating segments consist of Eastern, Western, Atlantic, Consumer Products and Distribution divisions. In accordance with ASC 280, due to similar economic characteristics, nature of products, distribution methods, and customers, we have aggregated our Eastern and Western operating segments into one reportable segment. The Atlantic division is considered a separate reportable segment. Our other divisions do not collectively form a reportable segment because their respective operations are dissimilar and they do not meet the applicable quantitative requirements. These operations have been included in the "All Other" column of the table below.

	Six Months Ended June 25, 2011				
	Eastern and Western Divisions	Atlantic Division	Corporate	All Other	Total
Net sales to outside customers	$ 634,267	$ 220,765	$ -	$ 76,340	$ 931,372
Intersegment net sales	35,010	21,281	-	20,847	77,138
Segment operating profit (loss)	7,193	(4,057)	1,635	(2,075)	2,696

	Six Months Ended June 26, 2010				
	Eastern and Western Divisions	Atlantic Division	Corporate	All Other	Total
Net sales to outside customers	$ 698,847	$ 254,280	$ -	$ 78,466	$ 1,031,593
Intersegment net sales	49,590	19,456	-	34,645	103,691
Segment operating profit (loss)	19,753	3,090	(1,530)	5,293	26,606

I. INCOME TAXES

Effective tax rates differ from statutory federal income tax rates, primarily due to provisions for state and local income taxes and permanent tax differences. Our effective tax rate was 35.8% in the second quarter of 2011 and 36.5% for same period of 2010. Our effective tax rate was 17.0% in the first six months of 2011, which was well below our statutory rate, primarily due to the profits of our non-U.S. subsidiaries, which have a lower tax rate, and our non-wholly owned partnerships that we consolidate, which comprised a greater percentage of our year to date profits than in the prior year period.

UNIVERSAL FOREST PRODUCTS, INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Universal Forest Products, Inc. ("the Company") is a holding company that provides capital, management and administrative resources to subsidiaries that design, manufacture and market wood and wood-alternative products for DIY/retail home centers and other retailers, structural lumber and other products for the manufactured housing industry, engineered wood components for the site-built construction market, and specialty wood packaging and components and packing materials for various industries. The Company's subsidiaries also provide framing services for the site-built market and forming products for concrete construction. The Company's consumer products subsidiary offers a large portfolio of outdoor living products, including wood composite decking, decorative balusters, post caps and plastic lattice. Its lawn and garden group offers an array of products, such as trellises and arches, to retailers nationwide. The Company is headquartered in Grand Rapids, Michigan, and its subsidiaries operate facilities throughout North America. For more about Universal Forest Products, Inc., go to www.ufpi.com.

Please be aware that: Any statements included in this report that are not historical facts are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements are based on the beliefs of the Company's management as well as on assumptions made by, and information currently available to, the Company at the time such statements were made. The Company does not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made. Actual results could differ materially from those included in such forward-looking statements. Investors are cautioned that all forward-looking statements involve risks and uncertainty. Among the factors that could cause actual results to differ materially from forward-looking statements are the following: adverse lumber market trends, competitive activity, negative economic trends, government regulations and weather. Certain of these risk factors and additional information are included in the Company's reports on Form 10-K and 10-Q on file with the Securities and Exchange Commission. We are pleased to present this overview of 2011.

OVERVIEW

Our results for the second quarter of 2011 were impacted by the following:

- Our overall unit sales decreased 4% compared to the second quarter of 2010 due to a decline in sales to our retail building materials, residential construction, and manufactured housing markets, offset by increases in unit sales to our commercial construction and concrete forming and industrial markets. We believe we gained additional share of the commercial construction, concrete forming and industrial markets we serve. Share gains in our industrial market were achieved by adding many new customers. We believe we have maintained our share of the retail building materials market based on the number of stores we serve of our customers compared to last year. Finally, within the last year we closed several plants that supply the site-built construction market in order to achieve profitability and cash flow goals. Consequently, we believe that these actions may temporarily cause us to lose some market share.

- The Lumber Market was down 16.4% in the quarter compared to the same period of 2010. We estimate that lower lumber prices reduced our overall selling prices by approximately 10% comparing the second quarter of 2011 and 2010.

- National housing starts decreased approximately 11% in the period from March through May of 2011 (our sales trail housing starts by about a month), compared to the same period of 2010, primarily due to the expiration of certain housing-related government tax credits in 2010.

- Shipments of HUD code manufactured homes were down 14% in April and May of 2011, compared to the same period of 2010. Shipments of manufactured homes were also positively impacted by certain housing-related tax credits in 2010 that have now expired.

- Our gross profit percentage decreased to 10.4% from 12.2% comparing the second quarter of 2011 with the same period of 2010. In addition, our gross profit dollars decreased by 27% comparing the second quarter of 2011 with the same period of 2010, which compares unfavorably to our 4% decrease in unit sales. The decline in our gross margin and profitability this quarter was due to several factors.
    - Most notably, gross margins on sales to the retail building materials market declined 230 basis points for the quarter resulting primarily from an increase in material costs as a percentage of sales to this market. This was primarily due to the Lumber Market, which decreased 11 consecutive weeks from the end of March 2011 through the end of May 2011. As a result, this adversely impacted our gross margins on products whose prices were indexed to the current Lumber Market at the time they are sold.
    - A decline in sales to our retail building materials, residential construction, and manufactured housing markets adversely impacted our margins due to fixed manufacturing costs. In addition, as these markets have contracted, competitive pricing pressure has become greater and adversely impacted 2011 margins.
    - We recorded a $2 million loss during the second quarter of 2011 on a construction project, which represents the entire loss we believe we will incur on the project.
    - Finally, our freight costs increased as a percentage of sales this quarter primarily due to higher year over year fuel prices.

- Our chief executive officer resigned on June 20, 2011; on that same date we entered into a consulting and non-competition agreement with him. Therefore, we accrued for the present value of the future payments to him totaling $2.6 million at the end of June 2011.

UNIVERSAL FOREST PRODUCTS, INC.

HISTORICAL LUMBER PRICES

The following table presents the Random Lengths framing lumber composite price:

	2011	
January	$	301
February		296
March		294
April		275
May		259
June		262
Second quarter average	$	265
Year-to-date average	$	281
Second quarter percentagechange from 2010		(16.4
Year-to-date percentagechange from 2010		(8.2

In addition, a Southern Yellow Pine ("SYP") composite price, which we prepare and use, is presented below. Sales of products produced using this species, which primarily consists of our preservative-treated products, may comprise up to 50% of our sales volume.

	Random Lengths SYP Average $/MBF			
	2011		2010	
January	$	282	$	269
February		289		331
March		290		337
April		266		382
May		254		374
June		246		293
Second quarter average	$	255	$	350
Year-to-date average	$	271	$	331
Second quarter percentage change from 2010		(27.1 %)		
Year-to-date percentage change from 2010		(18.1 %)		

UNIVERSAL FOREST PRODUCTS, INC.

IMPACT OF THE LUMBER MARKET ON OUR OPERATING RESULTS

We experience significant fluctuations in the cost of commodity lumber products from primary producers ("Lumber Market"). We generally try to price our products to pass lumber costs through to our customers so that our profitability is based on the value-added manufacturing, distribution, engineering, and other services we provide. As a result, our sales levels (and working capital requirements) are impacted by the lumber costs of our products. Lumber costs are a significant percentage of our cost of goods sold.

Our gross margins are impacted by both (1) the relative level of the Lumber Market (i.e. whether prices are higher or lower from comparative periods), and (2) the trend in the market price of lumber (i.e. whether the price of lumber is increasing or decreasing within a period or from period to period). Moreover, as explained below, our products are priced differently. Some of our products have fixed selling prices, while the selling prices of other products are indexed to the reported Lumber Market with a fixed dollar adder to cover conversion costs and profits. Consequently, the level and trend of the Lumber Market impact our products differently.

Below is a general description of the primary ways in which our products are priced.

- Products with fixed selling prices. These products include value-added products such as decking and fencing sold to DIY/retail customers, as well as trusses, wall panels and other components sold to the site-built construction market, and most industrial packaging products. Prices for these products are generally fixed at the time of the sales quotation for a specified period of time or are based upon a specific quantity. In order to maintain margins and reduce any exposure to adverse trends in the price of component lumber products, we attempt to lock in costs for these sales commitments with our suppliers. Also, the time period and quantity limitations generally allow us to re-price our products for changes in lumber costs from our suppliers.

- Products with selling prices indexed to the reported Lumber Market with a fixed dollar "adder" to cover conversion costs and profits. These products primarily include treated lumber, remanufactured lumber, and trusses sold to the manufactured housing industry. For these products, we estimate the customers' needs and carry anticipated levels of inventory. Because lumber costs are incurred in advance of final sale prices, subsequent increases or decreases in the market price of lumber impact our gross margins. For these products, our margins are exposed to changes in the trend of lumber prices. As a result of the decline in the housing market and our sales to residential and commercial builders, a greater percentage of our sales fall into this general pricing category. Consequently, we believe our profitability may be impacted to a much greater extent to changes in the trend of lumber prices.

Changes in the trend of lumber prices have their greatest impact on the following products:

- Products with significant inventory levels with low turnover rates, whose selling prices are indexed to the Lumber Market. In other words, the longer the period of time these products remain in inventory, the greater the exposure to changes in the price of lumber. This would include treated lumber, which comprises approximately 17% of our total sales. This exposure is less significant with remanufactured lumber, trusses sold to the manufactured housing market, and other similar products, due to the higher rate of inventory turnover. We attempt to mitigate the risk associated with treated lumber through vendor consignment inventory programs. (*Please refer to the "Risk Factors" section of our annual report on form 10-K, filed with the United States Securities and Exchange Commission.*)

- Products with fixed selling prices sold under long-term supply arrangements, particularly those involving multi-family construction projects. We attempt to mitigate this risk through our purchasing practices by locking in costs.

In addition to the impact of the Lumber Market trends on gross margins, changes in the level of the market cause fluctuations in gross margins when comparing operating results from period to period. This is explained in the following example, which assumes the price of lumber has increased from period one to period two, with no changes in the trend within each period.

	Period 1	Period 2
Lumber cost	$ 300	$ 400
Conversion cost	50	50
= Product cost	350	450
Adder	50	50
= Sell price	$ 400	$ 500
Gross margin	12.5%	10.0%

As is apparent from the preceding example, the level of lumber prices does not impact our overall profits, but does impact our margins. Gross margins are negatively impacted during periods of high lumber prices; conversely, we experience margin improvement when lumber prices are relatively low.

UNIVERSAL FOREST PRODUCTS, INC.

BUSINESS COMBINATIONS

See Notes to Unaudited Consolidated Condensed Financial Statements, Note G, "Business Combinations."

RESULTS OF OPERATIONS

The following table presents, for the periods indicated, the components of our Consolidated Condensed Statements of Earnings as a percentage of net sales.

	For the Three Months Ended		For the Six Months Ended	
	June 25, 2011	June 26, 2010	June 25, 2011	June 26, 2010
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	89.6	87.8	89.5	87.4
Gross profit	10.4	12.2	10.5	12.6
Selling, general, and administrative expenses	8.3	8.5	9.9	10.0
Net loss on disposition of assets, early retirement, and other impairment and exit charges	0.6	0.0	0.4	0.0
Earnings from operations	1.4	3.7	0.3	2.6
Interest, net	0.2	0.1	0.2	0.2
Earnings before income taxes	1.3	3.6	0.1	2.4
Income taxes	0.5	1.3	0.0	0.9
Net earnings	0.8	2.3	0.1	1.5
Less net earnings attributable to noncontrolling interest	(0.0)	(0.1)	(0.0)	(0.1)
Net earnings attributable to controlling interest	0.8%	2.2%	0.1%	1.4%

Note: Actual percentages are calculated and may not sum to total due to rounding.

GROSS SALES

We design, manufacture and market wood and wood-alternative products for national home centers and other retailers, structural lumber and other products for the manufactured housing industry, engineered wood components for residential and commercial construction, and specialty wood packaging, components and packing materials for various industries. Our strategic long-term sales objectives include:

- Diversifying our end market sales mix by increasing sales of specialty wood packaging to industrial users, increasing our penetration of the concrete forms market, increasing our sales of engineered wood components for custom home, multi-family and light commercial construction, increasing our market share with independent retailers, and expanding our product lines in each of the markets we serve.

- Expanding geographically in our core businesses.

· Increasing sales of "value-added" products and framing services. Value-added product sales primarily consist of fencing, decking, lattice, and other specialty products sold to the retail building materials market, specialty wood packaging, engineered wood components, and "wood alternative" products. Engineered wood components include roof trusses, wall panels, and floor systems. Wood alternative products consist primarily of composite wood and plastics. Although we consider the treatment of dimensional lumber with certain chemical preservatives a value-added process, treated lumber is not presently included in the value-added sales totals.

· Developing new products and expanding our product offering for existing customers.

· Maximizing unit sales growth while achieving return on investment goals.

The following table presents, for the periods indicated, our gross sales (in thousands) and percentage change in gross sales by market classification.

	For the Three Months Ended			For the Six Months Ended		
Market Classification	June 25, 2011	June 26, 2010	% Change	June 25, 2011	June 26, 2010	% Change
Retail Building Materials	$ 287,528	$ 353,060	(18.6)	$ 462,809	$ 540,086	(14.3)
Residential Construction	56,655	67,035	(15.5)	104,486	120,739	(13.5)
Commercial Construction and Concrete Forming	20,841	16,914	23.2	35,270	31,302	12.7
Industrial	126,541	129,073	(2.0)	236,186	224,665	5.1
Manufactured Housing and Recreational Vehicles	64,597	82,831	(22.0)	111,633	131,766	(15.3)
Total Gross Sales	556,162	648,913	(14.3)	950,384	1,048,558	(9.4)
Sales Allowances	(12,023)	(10,278)		(19,012)	(16,965)	
Total Net Sales	$ 544,139	$ 638,635	(14.8)	$ 931,372	$ 1,031,593	(9.7)

Note: In the second quarter of 2011, we made changes to our customer market classifications to improve our reporting by better aligning our customer market designations with available industry reporting and end market research. Prior year information has been restated to reflect these reclassifications. See also Exhibit 99(a).

Gross sales in the second quarter of 2011 decreased 14% compared to the same period of 2010, primarily due to an estimated 4% decrease in overall unit sales and an estimated 10% decrease in overall selling prices due to the Lumber Market.

Gross sales in the first six months of 2011 decreased 9% compared to the same period of 2010, primarily due to an estimated 3% decrease in overall unit sales and an estimated 6% decrease in overall selling prices due to the Lumber Market.

Changes in our sales by market are discussed below.

Retail Building Materials:

Gross sales to the retail building materials market decreased 19% in the second quarter of 2011 compared to the same period of 2010, primarily due to an estimated 8% decrease in our overall unit sales and an estimated 11% decrease in our overall selling prices. Unit sales declined primarily due to a decrease in consumer spending for “big ticket” building materials products such as decking and fencing. As unemployment remains high and housing prices have decreased, we believe many homeowners have delayed plans for these projects. In the long-term, we believe this business will rebound as the economy improves and housing prices stabilize. In addition, our sales of composite decking have decreased as we are preparing to launch a new product in 2012.

Gross sales to the retail building materials market decreased 14% in the first six months of 2011 compared to the same period of 2010, primarily due to an estimated 7% decrease in our overall unit sales and an estimated 7% decrease in our overall selling prices. Unit sales declined due to the same factors mentioned in the paragraph above.

Residential Construction:

Gross sales to the residential construction market decreased 15% in the second quarter of 2011 compared to the same period of 2010 due to a combination of a 15% decrease in unit sales as a result of operations we have recently closed and an estimated 8% decrease in selling prices, offset by an estimated 8% increase in unit sales out of existing plants as we have shifted our focus to the multi-family market. National housing starts decreased approximately 11% in the period from March through May of 2011 (our sales trail housing starts by about a month), compared to the same period of 2010. We have taken several recent plant closure actions in order to achieve profitability and cash flow objectives, which may temporarily result in a loss of market share.

Gross sales to the residential construction market decreased 13% in the first six months of 2011 compared to the same period of 2010 due to a combination of a 14% decrease in unit sales as a result of operations we have recently closed and an estimated 4% decrease in selling prices, offset by an estimated 5% increase in unit sales out of existing plants. National housing starts decreased approximately 9% in the period from December through May of 2011 (our sales trail housing starts by about a month), compared to the same period of 2010. We have taken several recent plant closure actions in order to achieve profitability and cash flow objectives, which may temporarily result in a loss of market share.

Commercial Construction and Concrete Forming:

Gross sales to the commercial construction and concrete forming market increased 23% in the second quarter of 2011 compared to the same period of 2010, primarily due to an estimated 39% increase in our overall unit sales, offset by an estimated 16% decrease in our overall selling prices. Volume has increased as a result of adding a few large accounts this quarter.

Gross sales to the commercial construction and concrete forming market increased 13% in the first six months of 2011 compared to the same period of 2010, primarily due to an estimated 20% increase in our overall unit sales, offset by an estimated 7% decrease in our overall selling prices.

Industrial:

Gross sales to the industrial market decreased 2% in the second quarter of 2011 compared to the same period of 2010, primarily due to an estimated 7% increase in unit sales, offset by an estimated 9% decrease in overall selling prices. Our rate of growth slowed this quarter primarily due to a decline in demand of existing customers, which we believe is a reflection of a slowdown in manufacturing output in the U.S. In addition, we had a decline in sales of our Mexican partnership as changes in exchange rates have made their pricing in the U.S. less competitive resulting in a loss of volume. We added almost 300 new customers again this quarter which allowed us to continue to add market share and grow unit sales this quarter.

Gross sales to the industrial market increased 5% in the first six months of 2011 compared to the same period of 2010, primarily due to an estimated 10% increase in unit sales, offset by an estimated 5% decrease in overall selling prices. Unit sales increased due to the same factors mentioned in the paragraph above.

Manufactured Housing and Recreation Vehicles:

Gross sales to the manufactured housing market decreased 22% in the second quarter of 2011 compared to 2010, primarily due to a combination of a 13% decrease in unit sales out of existing operations and an estimated 11% decrease in overall selling prices, offset by a 2% increase in unit sales of new operations we acquired in 2010. Shipments of HUD code manufactured homes were down 14% in April and May of 2011, compared to the same period of 2010.

Gross sales to the manufactured housing market decreased 15% in the first six months of 2011 compared to 2010, primarily due to a combination of a 14% decrease in unit sales out of existing operations and an estimated 6% decrease in overall selling prices, offset by a 5% increase in unit sales of new operations we acquired in 2010. Shipments of HUD code manufactured homes were down 14% in January through May of 2011, compared to the same period of 2010.

Value-Added and Commodity-Based Sales:

The following table presents, for the periods indicated, our percentage of value-added and commodity-based sales to total sales. Value-added products generally carry higher gross margins than our commodity-based products.

	Three Months Ended		Six Months Ended	
	June 25, 2011	June 26, 2010	June 25, 2011	June 26, 2010
Value-Added	59.9%	58.8%	59.0%	58.5%
Commodity-Based	40.1%	41.2%	41.0%	41.5%

COST OF GOODS SOLD AND GROSS PROFIT

Our gross profit percentage decreased to 10.4% from 12.2% comparing the second quarter of 2011 with the same period of 2010. In addition, our gross profit dollars decreased by 27% comparing the second quarter of 2011 with the same period of 2010, which compares unfavorably to our 4% decrease in unit sales. The decline in our gross margin and profitability this quarter was due to several factors.

- Most notably, gross margins on sales to the retail building materials market declined 230 basis points for the quarter resulting primarily from an increase in material costs as a percentage of sales to this market. This was primarily due to the Lumber Market, which decreased 11 consecutive weeks from the end of March 2011 through the end of May 2011. As a result, this adversely impacted our gross margins on products whose prices were indexed to the current Lumber Market at the time they are sold.
- A decline in sales to our retail building materials, residential construction, and manufactured housing markets adversely impacted our margins due to fixed manufacturing costs. In addition, as these markets have contracted, competitive pricing pressure has become greater and adversely impacted 2011 margins.
- We recorded a $2 million loss during the second quarter of 2011 on a construction project, which represents the entire loss we believe we will incur on the project.
- Finally, our freight costs increased as a percentage of sales this quarter primarily due to higher year over year fuel prices.

Our gross profit percentage decreased to 10.5% from 12.6% comparing the first six months of 2011 with the same period of 2010. In addition, our gross profit dollars decreased by 24% comparing the first six months of 2011 with the same period of 2010, which compares unfavorably to our 3% decrease in unit sales. The decline in our gross margin and profitability this quarter was primarily due to the same factors discussed above. In addition, inclement weather in the first quarter resulted in many lost production days and adversely impacted our efficiencies and profitability.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative ("SG&A") expenses decreased by approximately $8.7 million, or 16.1%, in the second quarter of 2011 compared to the same period of 2010, while we reported a 4% decrease in unit sales. The decline in SG&A was primarily due to a decrease in accrued bonus expense, compensation and related expenses, and bad debt expense. At the end of the second quarter, we reduced our headcount and implemented certain other cost reductions. We estimate the annual cost savings of these actions to total about $10 million. Approximately $8 million was completed at the end of the second quarter which should favorably impact the third and fourth quarters.

Selling, general and administrative ("SG&A") expenses decreased by approximately $10.7 million, or 10.4%, in the first six of 2011 compared to the same period of 2010, while we reported a 3% decrease in unit sales. The decline in SG&A was primarily due to a decrease in accrued bonus expense and compensation and related expenses.

NET LOSS ON DISPOSITION OF ASSETS, EARLY RETIREMENT AND OTHER IMPAIRMENT AND EXIT CHARGES

We incurred approximately $0.9 million of charges in the first six months of 2011 and $384,000 in the first six months of 2010 relating to asset impairments and other costs associated with idled facilities and down-sizing efforts combined with early retirement expenses. These costs were offset by gains on disposition of property, plant and equipment totaling approximately $47,000 in the first six months of 2011.

Our chief executive officer resigned on June 20, 2011; on that same date we entered into a consulting and non-competition agreement with him. Therefore, we accrued for the present value of the future payments to him totaling $2.6 million at the end of June 2011.

We regularly review the performance of each our operations and make decisions to permanently or temporarily close operations based on a variety of factors including:

- Current and projected earnings, cash flow and return on investment
- Current and projected market demand
- Market share
- Competitive factors
- Future growth opportunities
- Personnel and management

We currently have 16 operations which are experiencing operating losses and negative cash flow for the first six months of 2011. The net book value of the long-lived assets of these operations, which could be subject to an impairment charge in the future, was $16.5 million at the end of June of 2011. In addition, these operations had future fixed operating lease payments totaling $1.3 million at the end of June of 2011.

INTEREST, NET

Net interest costs were comparable in the second quarter and first six months of 2011 compared to the same period of 2010 as there have been no significant changes in our debt structure or borrowing rates.

INCOME TAXES

Effective tax rates differ from statutory federal income tax rates, primarily due to provisions for state and local income taxes and permanent tax differences. Our effective tax rate was 35.8% in the second quarter of 2011 and 36.5% for same period of 2010. Our effective tax rate was 17.0% in the first six months of 2011, which was well below our statutory rate, primarily due to the profits of our non-U.S. subsidiaries, which have a lower tax rate, and our non-wholly owned partnerships that we consolidate, which comprised a greater percentage of our year to date profits.

OFF-BALANCE SHEET TRANSACTIONS

We have no significant off-balance sheet transactions other than operating leases.

LIQUIDITY AND CAPITAL RESOURCES

The table below presents, for the periods indicated, a summary of our cash flow statement (in thousands):

	Six Months Ended	
	June 25, 2011	June 26, 2010
Cash from operating activities	$ (57,911)	$ (55,973)
Cash from investing activities	(10,726)	(17,879)
Cash from financing activities	16,603	7,137
Net change in cash and cash equivalents	(52,034)	(66,715)
Cash and cash equivalents, beginning of period	43,363	67,410
Cash and cash equivalents, end of period	$ (8,671)	$ 695

In general, we financed our growth in the past through a combination of operating cash flows, our revolving credit facility, industrial development bonds (when circumstances permit), and issuance of long-term notes payable at times when interest rates are favorable. We have not issued equity to finance growth except in the case of a large acquisition. We manage our capital structure by attempting to maintain a targeted ratio of debt to equity and debt to earnings before interest, taxes, depreciation and amortization. We believe this is one of many important factors to maintaining a strong credit profile, which in turn helps ensure timely access to capital when needed. We are currently below our internal targets but plan to manage our capital structure conservatively in light of current economic conditions.

Seasonality has a significant impact on our working capital from March to August which historically resulted in negative or modest cash flows from operations in our first and second quarters. Conversely, we experience a substantial decrease in working capital from September to February which typically results in significant cash flow from operations in our third and fourth quarters. For comparative purposes, we have included the June 26, 2010 balances in the accompanying unaudited consolidated condensed balance sheets.

Due to the seasonality of our business and the effects of the Lumber Market, we believe our cash cycle (days of sales outstanding plus days supply of inventory less days payables outstanding) is a good indicator of our working capital management. Our cash cycle increased to 53 days in the first six months of 2011 from 43 days in the first six months of 2010, due to a 1 day increase in our receivables cycle combined with a 9 day increase in our days supply of inventory, due to much higher inventory levels this year. In preparation for the 2011 selling season, we changed our purchasing strategy to buy inventory earlier at opportune times in an attempt to protect margins and avoid buying as much inventory during the peak of the season when lumber prices tend to rise.

Cash used in operating activities was $57.9 million in the first six months of 2011, which was comprised of a $77.3 million increase in working capital since the end of 2010, offset by net earnings of $0.6 million and $18.8 million of non-cash expenses. Working capital increased primarily due to the usual seasonality of our business combined with higher inventory levels than we expected at the end of June primarily due to weaker sales to the retail building materials market than we planned. Based on the seasonality of our operations, we currently anticipate achieving strong cash flows from operations for the balance of the year as we move beyond our seasonal peak for working capital requirements and manage our inventories down to a level necessary to support current demand.

Capital expenditures were $12.2 million in the first six months of 2011. We currently plan to spend up to $35 million in 2011, which includes outstanding purchase commitments on existing capital projects totaling approximately $4.9 million on June 25, 2011. We intend to fund capital expenditures and purchase commitments through our operating cash flows for the balance of the year.

On June 25, 2011, we had $23.0 million outstanding on our $300 million revolving credit facility, which matures in February of 2012. The revolving credit facility also supports letters of credit totaling approximately $31.3 million on June 25, 2011. Financial covenants on the unsecured revolving credit facility and unsecured notes include a minimum net worth requirement, minimum interest and fixed charge coverage tests, and a maximum leverage ratio. The agreements also restrict the amount of additional indebtedness we may incur and the amount of assets which may be sold. We were within all of our lending requirements on June 25, 2011.

ENVIRONMENTAL CONSIDERATIONS AND REGULATIONS

See Notes to Unaudited Consolidated Condensed Financial Statements, Note F, "Commitments, Contingencies, and Guarantees."

CRITICAL ACCOUNTING POLICIES

In preparing our consolidated financial statements, we follow accounting principles generally accepted in the United States. These principles require us to make certain estimates and apply judgments that affect our financial position and results of operations. We continually review our accounting policies and financial information disclosures. There have been no material changes in our policies or estimates since December 25, 2010.

UNIVERSAL FOREST PRODUCTS, INC.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

We are exposed to market risks related to fluctuations in interest rates on our variable rate debt, which consists of a revolving credit facility and industrial development revenue bonds. We do not currently use interest rate swaps, futures contracts or options on futures, or other types of derivative financial instruments to mitigate this risk.

For fixed rate debt, changes in interest rates generally affect the fair market value, but not earnings or cash flows. Conversely, for variable rate debt, changes in interest rates generally do not influence fair market value, but do affect future earnings and cash flows. We do not have an obligation to prepay fixed rate debt prior to maturity, and as a result, interest rate risk and changes in fair market value should not have a significant impact on such debt until we would be required to refinance it.

We are subject to fluctuations in the price of lumber. We experience significant fluctuations in the cost of commodity lumber products from primary producers (the "Lumber Market"). A variety of factors over which we have no control, including government regulations, transportation, environmental regulations, weather conditions, economic conditions, and natural disasters, impact the cost of lumber products and our selling prices. While we attempt to minimize our risk from severe price fluctuations, substantial, prolonged trends in lumber prices can affect our sales volume, our gross margins, and our profitability. We anticipate that these fluctuations will continue in the future. (See “Impact of the Lumber Market on Our Operating Results.”)

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures. With the participation of management, our chief executive officer and chief financial officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a – 15e and 15d – 15e) as of the quarter ended June 25, 2011 (the “Evaluation Date”), have concluded that, as of such date, our disclosure controls and procedures were effective.

(b) Changes in Internal Controls. During the quarter ended June 25, 2011, there were no changes in our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

UNIVERSAL FOREST PRODUCTS, INC.

PART II. OTHER INFORMATION

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

(a) None.

(b) None.

(c) Issuer purchases of equity securities.

Fiscal Month	(a)	(b)	(c)	(d)
March 27, 2011 – April 30, 2011[(1)]				2,988,229
May 1 – 28, 2011				2,988,229
May 29 – June 25, 2011				2,988,229

(a) Total number of shares purchased.
(b) Average price paid per share.
(c) Total number of shares purchased as part of publicly announced plans or programs.
(d) Maximum number of shares that may yet be purchased under the plans or programs.

(1) On November 14, 2001, the Board of Directors approved a share repurchase program (which succeeded a previous program) allowing us to repurchase up to 2.5 million shares of our common stock. On October 14, 2010, our Board authorized an additional 2 million shares to be repurchased under our share repurchase program. The total number of shares that may be repurchased under the program is almost 3 million shares.

Item 5. Other Information.

None.

UNIVERSAL FOREST PRODUCTS, INC.

PART II. OTHER INFORMATION

Item 6. Exhibits.

The following exhibits (listed by number corresponding to the Exhibit Table as Item 601 in Regulation S-K) are filed with this report:

31 Certifications.

(a) Certificate of the Chief Executive Officer of Universal Forest Products, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

(b) Certificate of the Chief Financial Officer of Universal Forest Products, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

32 Certifications.

(a) Certificate of the Chief Executive Officer of Universal Forest Products, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

(b) Certificate of the Chief Financial Officer of Universal Forest Products, Inc., pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350).

99 Additional Exhibits.

(a) Summary of historical quarterly sales based on our new market classifications.

101 Interactive Data File.

(INS) XBRL Instance Document.

(SCH) XBRL Schema Document.

(CAL) XBRL Taxonomy Extension Calculation Linkbase Document.

(LAB) XBRL Taxonomy Extension Label Linkbase Document.

(PRE) XBRL Taxonomy Extension Presentation Linkbase Document.

(DEF) XBRL Taxonomy Extension Definition Linkbase Document.

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* Indicates a compensatory arrangement.

UNIVERSAL FOREST PRODUCTS, INC.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

		UNIVERSAL FOREST PRODUCTS, INC.	
Date:	August 1, 2011	By:	/s/ Matthew J. Missad
		Matthew J. Missad Chief Executive Officer and Principal Executive Officer	
Date:	August 1, 2011	By:	/s/ Michael R. Cole
		Michael R. Cole, Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer	

EXHIBIT INDEX

Exhibit No.	Description	
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	(DEF)	XBRL Taxonomy Extension Definition Linkbase Document.

* Indicates a compensatory arrangement.

Exhibit 31(a)

Universal Forest Products, Inc.

Certification

I, Matthew J. Missad, certify that:

1. I have reviewed this report on Form 10-Q of Universal Forest Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 1, 2011

/s/ Matthew J. Missad
Matthew J. Missad,
Chief Executive Officer and Principal Executive Officer

Exhibit 31(b)

Universal Forest Products, Inc.

Certification

I, Michael R. Cole, certify that:

1. I have reviewed this report on Form 10-Q of Universal Forest Products, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date : August 1, 2011

/s/ Michael R. Cole
Michael R. Cole,
Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer

Exhibit 32(a)

CERTIFICATE OF THE
CHIEF EXECUTIVE OFFICER OF
UNIVERSAL FOREST PRODUCTS, INC.

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350):

I, Matthew J. Missad, Chief Executive Officer of Universal Forest Products, Inc., certify, to the best of my knowledge and belief, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) that:

(1) The quarterly report on Form 10-Q for the quarterly period ended June 25, 2011, which this statement accompanies, fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this quarterly report on Form 10-Q for the quarterly period ended June 25, 2011 fairly presents, in all material respects, the financial condition and results of operations of Universal Forest Products, Inc.

UNIVERSAL FOREST PRODUCTS, INC.

Date: August 1, 2011

By: /s/ Matthew J. Missad
Matthew J. Missad,
Chief Executive Officer and Principal Executive Officer

The signed original of this written statement required by Section 906, or any other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Universal Forest Products, Inc. and will be retained by Universal Forest Products, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32(b)

CERTIFICATE OF THE
CHIEF FINANCIAL OFFICER OF
UNIVERSAL FOREST PRODUCTS, INC.

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350):

I, Michael R. Cole, Chief Financial Officer of Universal Forest Products, Inc., certify, to the best of my knowledge and belief, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) that:

(1) The quarterly report on Form 10-Q for the quarterly period ended June 25, 2011, which this statement accompanies, fully complies with requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in this quarterly report on Form 10-Q for the quarterly period ended June 25, 2011 fairly presents, in all material respects, the financial condition and results of operations of Universal Forest Products, Inc.

UNIVERSAL FOREST PRODUCTS, INC.

Date: August 1, 2011

By: /s/ Michael R. Cole
Michael R. Cole,
Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer

The signed original of this written statement required by Section 906, or any other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Universal Forest Products, Inc. and will be retained by Universal Forest Products, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 99(a)

HISTORICAL QUARTERLY SALES BASED ON OUR NEW MARKET CLASSIFICATIONS

Market	Q1 2010	Q2 2010	Q3 2010	Q4 2010	Total 2010
Retail Building Materials	$ 187,026	$ 353,059	$ 222,842	$ 153,540	$ 916,467
Industrial	95,591	129,073	120,613	105,130	450,407
Commercial Construction and Concrete Forming	14,389	16,914	19,003	17,878	68,184
Residential Construction	53,704	67,035	62,857	57,718	241,314
Manufactured Housing and Recreational Vehicles	48,936	82,831	64,175	49,828	245,770
Total Gross Sales	399,646	648,912	489,490	384,094	1,922,142
Sales Allowances	(6,688)	(10,277)	(8,916)	(5,409)	(31,291)
Total Net Sales	$ 392,958	$ 638,635	$ 480,574	$ 378,685	$ 1,890,851

Market	Q1 2009	Q2 2009	Q3 2009	Q4 2009	Total 2009
Retail Building Materials	$ 186,475	$ 320,527	$ 236,861	$ 146,827	$ 890,691
Industrial	76,837	93,157	99,476	84,534	354,004
Commercial Construction and Concrete Forming	16,969	16,372	18,828	19,404	71,573
Residential Construction	51,571	52,778	60,074	45,496	209,919
Manufactured Housing and Recreational Vehicles	37,255	45,485	54,252	49,186	186,178
Total Gross Sales	369,107	528,319	469,491	345,447	1,712,365
Sales Allowances	(7,385)	(13,374)	(11,723)	(6,882)	(39,365)
Total Net Sales	$ 361,722	$ 514,945	$ 457,768	$ 338,565	$ 1,673,000

Market	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Total 2008
Retail Building Materials	$ 201,800	$ 374,326	$ 285,595	$ 174,006	$ 1,035,727
Industrial	102,570	123,048	119,869	91,477	436,964
Commercial Construction and Concrete Forming	25,696	29,793	30,565	30,157	116,211
Residential Construction	90,858	112,987	100,264	72,661	376,770
Manufactured Housing and Recreational Vehicles	77,593	85,444	86,580	58,902	308,519
Total Gross Sales	498,517	725,598	622,873	427,203	2,274,191
Sales Allowances	(9,005)	(17,113)	(12,129)	(3,550)	(41,797)
Total Net Sales	$ 489,512	$ 708,485	$ 610,744	$ 423,653	$ 2,232,394