

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report: February 3, 2004

UNIVERSAL FOREST PRODUCTS, INC.  
(Exact name of registrant as specified in its charter)

MICHIGAN  
(State or other jurisdiction  
of Incorporation)

0-22684  
(Commission  
File Number)

38-1465835  
(IRS Employer  
Identification No.)

2801 EAST BELTLINE, NE  
GRAND RAPIDS, MICHIGAN  
(Address of principal executive offices)

49525  
(Zip Code)

(616) 364-6161  
(Registrant's telephone number, including area code)

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

Item 7. Financial Statements, Pro Forma Financial Information, and Exhibits

(c) Exhibits

99(a) Press Release dated February 2, 2004.

Item 12. Results of Operations and Financial Condition

On February 2, 2004, the Registrant issued a press release announcing its financial results for the year-end December 27, 2003. A copy of the Registrant's press release is attached as Exhibit 99(a) to this Current Report.

SIGNATURE

Pursuant to the requirements of the Securities 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.  
(Registrant)

Dated: February 3, 2004

By: /s/ Michael R. Cole

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Michael R. Cole, Chief Financial Officer  
and Treasurer

EXHIBIT INDEX

Exhibit Number -----	Document -----
99(a)	Press Release dated February 2, 2004.

NEWS RELEASE

AT THE COMPANY

Lynn Afendoulis  
Director of Public Affairs  
616/364-6161

FLEISHMAN HILLARD

Tom Smith  
Vice President  
212/453-2240

FOR IMMEDIATE RELEASE

MONDAY, FEBRUARY 2, 2004

UNIVERSAL FOREST PRODUCTS EXCEEDS TARGETS FOR 2003

Sales up 16% for the year and 34% for the 4th quarter

Diluted EPS increased 11% for the year and 36% for the 4th quarter

GRAND RAPIDS MI., February 2, 2004 -- Universal Forest Products, Inc. (Nasdaq: UFPI) today announced results for the fourth quarter and year ended December 27, 2003 that exceeded its internal targets for sales and earnings growth. For the year, diluted earnings per share totaled \$2.18, up 10.7% over reported results for 2002. Diluted earnings per share for the fourth quarter totaled \$0.34, a 36.0% increase over reported results for the fourth quarter of 2002.

Net sales for the year were \$1.90 billion compared to 2002 net sales of \$1.64 billion, a 15.8% increase. Net sales for the fourth quarter were \$454.5 million, an increase of 33.5% over net sales of \$340.3 million in the fourth quarter of 2002.

Changes in lumber prices had little impact on the Company's sales growth for the year but were responsible for almost half of its sales growth for the fourth quarter of 2003.

"Our sales and earnings growth reflect the successful efforts of a focused management team, a hard-working and well-trained workforce, and best practices that we've implemented in operations throughout the organization," said William G. Currie, Universal's chief executive officer and vice chairman. "We're pleased with our performance in 2003 and look forward to 2004 with optimism."

Currie added: "2003 was the first year of our new five-year growth strategy, Building it Forward, and we delivered on our key performance targets. Many of those targets were difficult -- especially given the depressed (but improving) manufactured housing industry, tough weather in the first quarter, and an economy that remained uncertain for much of the year. But, once again, the people of Universal delivered."

Performance was strong across all markets as Universal posted the following year-over-year sales increases:

- D-I-Y retail increased 18.5% over 2002 and was up 34.0% for the fourth quarter 2003;
- Site-built construction was up 22.4% for the year and increased 36.0% for the quarter;

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- In spite of a 23% and a 19% decline in manufactured housing industry production for the year and fourth quarter, respectively, Universal posted a slight decrease of 2.7% in annual sales and a 20.2% increase in sales for the quarter; and
- Industrial/other increased 20.4% for the year and 43.5% for the fourth quarter.

#### OUTLOOK

The Company anticipates continued growth in its business in 2004. Key assumptions with respect to the Company's 2004 outlook include:

- Stable commodity lumber prices and interest rates;
- A D-I-Y/retail market that shows moderate growth;
- A site-built construction market that will continue to benefit from low interest rates; and
- A manufactured housing market that will continue its slow recovery.

"We're experiencing powerful market-share growth in each of our business segments and we've made moves that will enhance our business with our largest customers while enabling us to expand our customer base," Currie added.

With these factors in mind, the Company is targeting both sales and diluted earnings per share growth of 10% to 14% for 2004.

These targets factor in a number of new operations, a plant closing and a divestiture that will take place in the first quarter of 2004. During the quarter, the Company plans to be operating five new facilities, one each in Berlin, NJ; Dallas, TX; Indianapolis, IN; Houston, TX and Tecate, Mexico. In addition, the Company has closed its Modesto, CA plant and will sell its 60% ownership in Nascor, a Calgary, Alberta-based manufacturer of engineered building products and licensor of I-joist manufacturing technology, for \$6 million (Canadian).

"Five years ago, when we acquired an interest in Nascor, part of our strategy was to manufacture I-joists in order to supply a full-line of value-added components to builders," Currie explained. "Since then, the I-joist has become a commodity, so we shifted our strategy. While we'll continue to manufacture our I-joists in our Burlington, NC plant to serve our customers who prefer them, we've chosen to concentrate our marketing and manufacturing expertise on our Open Joist 2000 product, which offers Universal great competitive advantages. This transaction allows us to put our resources to better use."

The Company expects to record an after-tax accounting loss from the sale of its Nascor shares ranging from \$400,000 to \$600,000 in the first quarter of 2004. Nascor had annual sales in 2003 totaling \$37 million (Canadian).

Universal Forest Products will conduct a conference call to discuss information included in this news release and related matters at 11:00 a.m. EST on Tuesday, February 3, 2004. The conference call will be hosted by William G. Currie and will be available for analysts and institutional investors domestically at (888) 243-0818 or internationally at (703) 925-2402. Use conference call ID #374478. The conference call will be available simultaneously, and in its entirety, to all interested investors and news media through a web cast at [www.ufpi.com](http://www.ufpi.com), click on Investor Relations.

Universal Forest Products markets, manufactures and engineers wood and wood-alternative products for D-I-Y retail home centers, structural lumber products for the manufactured housing industry, engineered wood components for the site-built construction market and specialty wood packaging for various industries. Among the Company's newest and fastest-growing ventures are framing and installation services for the site-built and retail markets. In conjunction with its customers, Universal uses its

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engineering and manufacturing expertise, coupled with highly skilled employees, to design and construct buildings and decks. For information about Universal Forest Products on the Internet, please visit the Company's web site at [www.ufpi.com](http://www.ufpi.com) , or call 888-Buy-UFPI.

Included in this report are certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and 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. 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 are the following: Adverse lumber market trends, competitive activity, negative economic trends, government regulations, and weather. These risk factors and additional information are included in the Company's reports on Form 10K and 10Q on file with the Securities and Exchange Commission.

HIGHLIGHTS TO FOLLOW

CONSOLIDATED STATEMENTS OF EARNINGS  
FOR THE TWELVE MONTHS ENDED  
DECEMBER 2003/2002

(IN THOUSANDS, EXCEPT PER SHARE DATA)	UNAUDITED QUARTER PERIOD				YEAR TO DATE			
	2003		2002		2003		2002	
NET SALES	\$ 454,470	100%	\$340,340	100%	\$1,898,830	100%	\$ 1,639,899	100%
COST OF GOODS SOLD	399,593	87.93	291,495	85.65	1,640,844	86.41	1,409,489	85.95
GROSS PROFIT	54,877	12.07	48,845	14.35	257,986	13.59	230,410	14.05
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	42,661	9.39	38,008	11.17	177,970	9.37	158,299	9.65
EARNINGS FROM OPERATIONS	12,216	2.69	10,837	3.18	80,016	4.21	72,111	4.40
INTEREST EXPENSE	3,172	0.70	2,878	0.85	14,443	0.76	11,375	0.69
INTEREST REVENUE	(86)	-0.02	(101)	-0.03	(219)	-0.01	(297)	-0.02
GAIN ON SALE OF ASSETS	--	0.00	--	0.00	--	0.00	(1,082)	-0.07
	3,086	0.68	2,777	0.82	14,224	0.75	9,996	0.61
EARNINGS BEFORE INCOME TAXES AND MINORITY INTEREST	9,130	2.01	8,060	2.37	65,792	3.46	62,115	3.79
INCOME TAXES	3,361	0.74	2,932	0.86	24,325	1.28	22,983	1.40
EARNINGS BEFORE MINORITY INTEREST	5,769	1.27	5,128	1.51	41,467	2.18	39,132	2.39
MINORITY INTEREST	483	0.11	(571)	-0.17	(1,348)	-0.07	(2,495)	-0.15
NET EARNINGS	\$ 6,252	1.38	\$ 4,557	1.34	\$ 40,119	2.11	\$ 36,637	2.23
EARNINGS PER SHARE - BASIC	\$ 0.35		\$ 0.26		\$ 2.26		\$ 2.04	
EARNINGS PER SHARE - DILUTED	\$ 0.34		\$ 0.25		\$ 2.18		\$ 1.97	
WEIGHTED AVERAGE SHARES OUTSTANDING	17,808		17,749		17,761		17,922	
WEIGHTED AVERAGE SHARES OUTSTANDING WITH COMMON STOCK EQUIVALENTS	18,647		18,318		18,379		18,619	

SUPPLEMENTAL SALES DATA

Market Classification	QUARTER PERIOD				YEAR TO DATE			
	2003	%	2002	%	2003	%	2002	%
DO-IT-YOURSELF/RETAIL	\$ 178,369	40%	\$133,125	39%	\$ 900,188	47%	\$ 759,439	46%
SITE-BUILT CONSTRUCTION	110,433	24%	81,202	24%	400,055	21%	326,962	20%
MANUFACTURED HOUSING	78,203	17%	65,066	19%	285,040	15%	293,070	18%
INDUSTRIAL AND OTHER	87,465	19%	60,947	18%	313,547	17%	260,428	16%
TOTAL	\$ 454,470	100%	\$340,340	100%	\$1,898,830	100%	\$ 1,639,899	100%



CONSOLIDATED BALANCE SHEETS  
DECEMBER 2003/2002

(In thousands)

ASSETS	2003	2002	LIABILITIES AND SHAREHOLDERS' EQUITY	2003	2002
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CURRENT ASSETS			CURRENT LIABILITIES		
Cash and cash equivalents	\$ 17,430	\$ 17,534	Notes payable	\$ 1,746	\$ 1,758
Restricted cash equivalents		1,383	Accounts payable and		
Accounts receivable	137,660	105,217	accrued liabilities	133,721	104,668
Inventories	169,561	166,006	Current portion of long-term		
Other current assets	7,662	8,037	debt and capital leases	6,411	6,495
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TOTAL CURRENT ASSETS	332,313	298,177	TOTAL CURRENT LIABILITIES	141,878	112,921
OTHER ASSETS	6,421	6,738	LONG-TERM DEBT AND CAPITAL		
INTANGIBLE ASSETS	131,819	130,815	LEASES, LESS CURRENT PORTION	205,049	235,319
			OTHER LIABILITIES	33,081	26,200
PROPERTY, PLANT			SHAREHOLDERS' EQUITY	304,749	264,434
AND EQUIPMENT, NET	214,204	203,144		-----	-----
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TOTAL ASSETS	\$ 684,757	\$ 638,874	TOTAL LIABILITIES AND	\$ 684,757	\$ 638,874
	=====	=====	SHAREHOLDERS' EQUITY	=====	=====

CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE TWELVE MONTHS ENDED  
DECEMBER 2003/2002

(IN THOUSANDS)	2003 ----	2002 ----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net earnings	\$ 40,119	\$ 36,637
Adjustments to reconcile net earnings to net cash from operating activities:		
Depreciation	25,638	23,474
Amortization of intangibles	1,980	1,165
Deferred income taxes	1,746	3,102
Loss on sale or impairment of property, plant and equipment	1,050	702
Changes in:		
Accounts receivable	(41,233)	(16,489)
Accounts receivable under sale and servicing agreement	9,159	--
Inventories	(3,555)	(40,780)
Accounts payable	23,476	9,638
Accrued liabilities and other	10,097	3,260
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NET CASH FROM OPERATING ACTIVITIES	68,477	20,709
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property, plant, and equipment	(40,578)	(31,351)
Purchases of licensing agreements	(150)	(2,000)
Acquisitions, net of cash received	(787)	(17,540)
Proceeds from sale of property, plant and equipment	6,221	2,862
Other	2,285	(743)
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NET CASH FROM INVESTING ACTIVITIES	(33,009)	(48,772)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net (repayments) borrowings under revolving credit facilities and notes payable	(27,070)	14,286
Proceeds from issuance of long-term debt	--	58,700
Repayment of long-term debt	(6,140)	(8,482)
Proceeds from issuance of common stock	2,189	843
Distributions to minority shareholder	(833)	(1,345)
Dividends paid to shareholders	(1,689)	(1,605)
Repurchase of common stock	(2,029)	(39,687)
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NET CASH FROM FINANCING ACTIVITIES	(35,572)	22,710
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NET CHANGE IN CASH AND CASH EQUIVALENTS	(104)	(5,353)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	17,534	22,887
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CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 17,430	\$ 17,534
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