

NCI BUILDING SYSTEMS INC
Form 4
September 08, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Brown Eric James

2. Issuer Name and Ticker or Trading Symbol
NCI BUILDING SYSTEMS INC
[NCS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

V.P. & Chief Inform. Officer

10943 NORTH SAM HOUSTON PARKWAY WEST

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(Street)

HOUSTON, TX 77064

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	09/06/2006		M		2,500	A	\$ 29.85
Common Stock, \$0.01 par value	09/06/2006		M		414	A	\$ 30.18
Common Stock, \$0.01 par value	09/06/2006		M		341	A	\$ 36.62

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value

Common Stock, \$0.01 par value 09/06/2006 M 376 A \$ 33.19 3,631 D

Common Stock, \$0.01 par value 09/06/2006 S 1,231 D \$ 55.29 2,400 D

Common Stock, \$0.01 par value 09/06/2006 S 600 D \$ 55.27 1,800 D

Common Stock, \$0.01 par value 09/06/2006 S 1,800 D \$ 55.25 0 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 29.85	09/06/2006		M	2,500	<u>(1)</u> 06/04/2014	Common Stock, \$0.01 par value	2,500	
Options to purchase	\$ 30.18	09/06/2006		M	414	<u>(2)</u> 06/15/2014	Common Stock, \$0.01 par	414	

common stock								value	
Options to purchase common stock	\$ 36.62	09/06/2006	M	341	<u>(3)</u>	12/15/2014		Common Stock, \$0.01 par value	341
Options to purchase common stock	\$ 33.19	09/06/2006	M	376	<u>(4)</u>	06/15/2015		Common Stock, \$0.01 par value	376

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brown Eric James 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064			V.P. & Chief Inform. Officer	

Signatures

/s/ Frances R. Powell (by power of attorney) 09/08/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 4, 2004.
- (2) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 15, 2004.
- (3) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was December 15, 2004.
- (4) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 15, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.