

NCI BUILDING SYSTEMS INC  
 Form 4  
 March 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**YOUNG WILLIAM M**

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)  
**03/07/2005**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
**Pres. & COO of EBS Division**

**10943 NORTH SAM HOUSTON PARKWAY WEST**

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 or Price		
Common Stock, \$0.01 par value	03/07/2005		M		834 A \$ 18	4,636	D
Common Stock, \$0.01 par value	03/07/2005		M		1,980 A \$ 15.15	6,616	D
Common Stock, \$0.01 par	03/07/2005		M		727 A \$ 20.64	7,343	D

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value

Common  
Stock,  
\$0.01 par  
value

03/07/2005

M

827

A

\$  
18.12

8,170

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

2,000

D

\$  
41.16

6,170

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

2,368

D

\$  
41.25

3,802

D

Common  
Stock,  
\$0.01 par  
value

1,993

I

By NCI  
401(k)  
plan

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	\$ 18	03/07/2005		M	834	<u>(1)</u>	12/14/2010	Common Stock, \$0.01 par value	834
Options to purchase	\$ 15.15	03/07/2005		M	1,980	<u>(2)</u>	12/14/2011	Common Stock, \$0.01 par	1,980

common stock								value	
Options to purchase common stock	\$ 20.64	03/07/2005	M	727	(3)	12/14/2012		Common Stock, \$0.01 par value	727
Options to purchase common stock	\$ 18.12	03/07/2005	M	827	(4)	06/14/2013		Common Stock, \$0.01 par value	827

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG WILLIAM M 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064			Pres.& COO of EBS Division	

## Signatures

Frances R. Powell, by power of attorney 03/08/2004

\_\_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 vested in four equal annual installments beginning on December 15, 2001.
- (2) Options vest in four equal annual installments beginning on December 15, 2002.
- (3) Options vest in four equal annual installments beginning on December 15, 2003.
- (4) Options vest in four equal annual installments beginning on June 15, 2004.

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.