

NCI BUILDING SYSTEMS INC
 Form 4
 October 06, 2005

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 *
 GINN A R JR

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)
 10943 NORTH SAM HOUSTON PARKWAY WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

HOUSTON, TX 77064

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, \$0.01 par value | | | | | 754 | I | By NCI 401(k) Plan ⁽¹⁾ |
| Common Stock, \$0.01 par value | 10/05/2005 | | M | | 75,000 | A | \$ 29.2 |
| Common Stock, \$0.01 par value | 10/05/2005 | | M | | 2,759 | A | \$ 18.12 |
| Common Stock, \$0.01 par value | 10/05/2005 | | M | | 277,815 | D | |

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| | | | | | | | |
|---|------------|---|-------|---|-------------|---------|---|
| value | | | | | | | |
| Common Stock, \$0.01 par value | 10/05/2005 | M | 2,422 | A | \$ 20.64 | 280,237 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | M | 4,285 | A | \$ 17.5 | 284,522 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 2,200 | D | \$ 39.39 | 282,322 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 1,700 | D | \$ 39.4 | 280,622 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 3,100 | D | \$ 39.41 | 277,522 | D |
| Common Stock, \$0.01 par value | 10/03/2005 | S | 1,000 | D | \$ 39.42 | 276,522 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 300 | D | \$ 39.43 | 276,222 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 3,400 | D | \$ 39.44 | 272,822 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 4,700 | D | \$ 39.45 | 268,122 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 200 | D | \$ 39.46 | 267,922 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 4,700 | D | \$ 39.48 | 263,222 | D |

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| | | | | | | | |
|--------------------------------|------------|---|--------|---|----------|------------------------|---|
| Common Stock, \$0.01 par value | 10/05/2005 | S | 1,200 | D | \$ 39.5 | 262,022 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 3,000 | D | \$ 39.51 | 259,022 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 500 | D | \$ 39.52 | 258,522 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 600 | D | \$ 39.53 | 257,922 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 100 | D | \$ 39.54 | 257,822 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 200 | D | \$ 39.55 | 257,622 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 2,800 | D | \$ 39.9 | 254,822 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 3,100 | D | \$ 39.93 | 251,722 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 300 | D | \$ 39.94 | 251,422 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 21,800 | D | \$ 39.95 | 229,622 | D |
| Common Stock, \$0.01 par value | 10/05/2005 | S | 100 | D | \$ 40.03 | 229,522 | D |
| | 10/06/2005 | S | 17,466 | D | \$ 39.6 | 212,056 ⁽²⁾ | D |

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Common
Stock,
\$0.01 par
value

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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase common stock | \$ 17.5 | 10/05/2005 | | M | 4,285 | <u>(3)</u> 06/14/2012 | Common stock, \$0.01 par value | 4,285 | |
| Options to purchase common stock | \$ 20.64 | 10/05/2005 | | M | 2,422 | <u>(4)</u> 12/14/2012 | Common stock, \$0.01 par value | 2,422 | |
| Options to purchase common stock | \$ 18.12 | 10/05/2005 | | M | 2,759 | <u>(5)</u> 06/14/2013 | Common stock, \$0.01 par value | 2,759 | |
| Options to purchase common stock | \$ 29.2 | 10/05/2005 | | M | 75,000 | <u>(6)</u> 05/27/2014 | Common stock, \$0.01 par value | 75,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GINN A R JR 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064 | X | | Chairman & CEO | |

Signatures

A. R. Ginn 10/06/2005

__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) Holdings under the 401(k) plan are reported based on the plan statement provided as of October 3, 2005.
- (2) This is the first of two Forms 4 filed by the reporting person to report transactions that occurred on October 5, 2005 and October 6, 2005. The two forms should be read together.
- (3) Options vest in four equal annual installments beginning on June 15, 2003.
- (4) Options vest in four equal annual installments beginning on December 15, 2003.
- (5) Options vest in four equal annual installments beginning on June 15, 2004.
- (6) Options vest in four equal annual installments beginning on May 28, 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.