

NCI BUILDING SYSTEMS INC  
 Form 4  
 March 09, 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 KELLY R**

(Last) (First) (Middle)  
 10943 NORTH SAM HOUSTON  
 PARKWAY WEST  
 (Street)

HOUSTON, TX 77064

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/07/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres. & COO/Metal Comp. Div.

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

**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		4,167 A \$ 18	62,495	D
Common Stock, \$0.01 par value	03/07/2005		M		3,676 A \$ 15.3	66,171	D
Common Stock, \$0.01 par	03/07/2005		M		7,050 A \$ 15.15	73,221	D

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value									
Common Stock, \$0.01 par value	03/07/2005	M	2,143	A	\$ 17.5	75,364		D	
Common Stock, \$0.01 par value	03/07/2005	S	5,036	D	\$ 41.1	70,328		D	
Common Stock, \$0.01 par value	03/07/2005	S	5,000	D	\$ 41.25	65,328		D	
Common Stock, \$0.01 par value	03/07/2005	S	4,400	D	\$ 41.3	60,928		D	
Common Stock, \$0.01 par value	03/07/2005	S	1,200	D	\$ 41.31	59,728		D	
Common Stock, \$0.01 par value	03/07/2005	S	600	D	\$ 41.32	59,128		D	
Common Stock, \$0.01 par value	03/07/2005	S	800	D	\$ 41.34	58,328		D	
Common Stock, \$0.01 par value						16,716		I	By Trusts (1)
Common Stock, \$0.01 par value						7,558		I	By NCI 401(k) plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

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

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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 Se (In	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Options to purchase common stock	\$ 18	03/07/2005		M	4,167	(2) 12/14/2010		Common Stock, \$0.01 par value	4,167
Options to purchase common stock	\$ 15.3	03/07/2005		M	3,676	(3) 06/14/2011		Common Stock, \$0.01 par value	3,676
Options to purchase common stock	\$ 15.15	03/07/2005		M	7,050	(4) 12/14/2011		Common Stock, \$0.01 par value	7,050
Options to purchase common stock	\$ 17.5	03/07/2005		M	2,143	(5) 06/14/2012		Common Stock, \$0.01 par value	2,143

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

GINN KELLY R  
10943 NORTH SAM HOUSTON PARKWAY  
WEST  
HOUSTON, TX 77064

Pres. & COO/Metal Comp.  
Div.

## Signatures

Kelly R. Ginn

03/09/2005

\*\*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) Shares are held indirectly by Mr. Ginn as trustee of nine trusts for the benefit of his two children, four nieces, two nephews and one brother. Mr Ginn disclaims beneficial ownership of such shares.
- (2) Options vested in four equal annual installments beginning on December 15, 2001.
- (3) Options vest in four equal annual installments beginning on June 15, 2002
- (4) Options vest in four equal annual installments beginning on December 15, 2002
- (5) Options vest in four equal annual installments beginning on June 15, 2003

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.