NCI BUILDING SYSTEMS INC

Form 4

October 06, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GINN A R JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

NCI BUILDING SYSTEMS INC [NCS]

(Check all applicable)

OMB

Number:

Expires:

response...

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Officer (give title below)

10% Owner Other (specify

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(Month/Day/Year)

10/05/2005

Chairman & CEO

10943 NORTH SAM HOUSTON

(Street)

PARKWAY WEST

4. If Amendment, Date Original

Applicable Line)

X Director

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

HOUSTON, TX 77064

\$0.01 par

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secur	ities Acqu	ired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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)
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	275,056	D	
Common Stock,	10/05/2005		M	2,759	A	\$ 18.12	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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SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				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	(3)	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					
. 9	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.
- 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.

Reporting Owners 5