

NCI BUILDING SYSTEMS INC
Form 4
October 06, 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 *
Robeson Bradley D

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)
10/04/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres. & COO/Mtl Coil Coat Div.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, \$0.01 par value | | | | | 1,100 | I | By NCI 401(k) plan ⁽¹⁾ |
| Common Stock, \$0.01 par value | 10/04/2006 | | M | 286 | A \$ 17.5 | 286 | D |
| Common Stock, \$0.01 par value | 10/04/2006 | | M | 276 | A \$ 18.12 | 562 | D |

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value

| | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|-----|---|
| Common Stock, \$0.01 par value | 10/04/2006 | M | 166 | A | \$ 30.18 | 728 | D |
|--------------------------------|------------|---|-----|---|----------|-----|---|

| | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|-----|---|
| Common Stock, \$0.01 par value | 10/04/2006 | M | 150 | A | \$ 33.19 | 878 | D |
|--------------------------------|------------|---|-----|---|----------|-----|---|

| | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|-----|---|
| Common Stock, \$0.01 par value | 10/04/2006 | S | 178 | D | \$ 57.67 | 700 | D |
|--------------------------------|------------|---|-----|---|----------|-----|---|

| | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|-----|---|
| Common Stock, \$0.01 par value | 10/04/2006 | S | 200 | D | \$ 57.62 | 500 | D |
|--------------------------------|------------|---|-----|---|----------|-----|---|

| | | | | | | | |
|--------------------------------|------------|---|-----|---|----------|---|---|
| Common Stock, \$0.01 par value | 10/04/2006 | S | 500 | D | \$ 57.54 | 0 | D |
|--------------------------------|------------|---|-----|---|----------|---|---|

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)

| 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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to purchase common | \$ 17.5 | 10/04/2006 | | M | 286 | (2) | 06/14/2012 | Common Stock, \$0.01 par | 286 |

| stock | | | | | | | value | | |
|---------------------------------|----------|------------|---|-----|-----|------------|--------------------------------|-----|----|
| Option to purchase common stock | \$ 18.12 | 10/04/2006 | M | 276 | (3) | 06/14/2013 | Common Stock, \$0.01 par value | 276 | \$ |
| Option to purchase common stock | \$ 30.18 | 10/04/2006 | M | 166 | (4) | 06/14/2014 | Common Stock, \$0.01 par value | 166 | \$ |
| Option to purchase common stock | \$ 33.19 | 10/04/2006 | M | 150 | (5) | 06/14/2015 | Common Stock, \$0.01 par value | 150 | \$ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Robeson Bradley D 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064 | | | Pres. & COO/Mtl Coil Coat Div. | |

Signatures

Frances Powell Hawes (by power of attorney) 10/06/2006

**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) Holdings under 401(k) plan are reported as of September 30, 2006.
- (2) Options vest in four equal annual installments beginning on June 15, 2003.
- (3) Options vest in four equal annual installments beginning on June 15, 2004.
- (4) Options vest in four equal annual installments beginning on June 15, 2005.
- (5) Options vest in four equal annual installments beginning on June 15, 2006.

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.