

NCI BUILDING SYSTEMS INC
 Form 4
 October 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)
10/05/2005

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)
Chairman & CEO

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 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, \$0.01 par	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)

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.