

NCI BUILDING SYSTEMS INC  
 Form 4  
 January 22, 2008

**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 KELLY R**

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)  
**09/19/2006**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Operations**

**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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value	09/19/2006		S	1,200 (1) D \$ 59.35	15,516 (2)	I	By Trusts
Common Stock, \$0.01 par value	08/07/2007		J	1,840 (3) D \$ 0	13,036 (4)	I	By Trusts (5)
Common Stock, \$0.01 par	12/05/2007		J	1,839 (6) D \$ 0	11,197	I	By Trusts (5)

value

Common Stock, \$0.01 par value 12/12/2007 J 1,840<sup>(7)</sup> D \$ 0 9,357 I By Trusts<sup>(5)</sup>

Common Stock, \$0.01 par value 7,892 I By NCI 401(k) plan<sup>(8)</sup>

Common Stock, \$0.01 par value 70,446<sup>(9)</sup> D

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

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

EVP, Operations

## Signatures

Frances Hawes (by power of attorney)

01/22/2008

\_\_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) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of his brother, were sold.
- (2) Due to the fact that this transaction was not reported in a timely manner, the total amount was erroneously reported in subsequent reports.
- (3) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of one of his nephews, were distributed to such nephew.
- (4) In addition to the transaction described above, this total amount reflects the disposition of 640 shares that occurred on July 26, 2007, which was reported on July 27, 2007.
- (5) Shares are held indirectly by Mr. Ginn as trustee of individual trusts for the benefit of his two children and three nieces and nephews. Mr. Ginn disclaims beneficial ownership of these shares.
- (6) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of one of his nieces, were distributed to such niece.
- (7) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of one of his nieces, were distributed to such niece.
- (8) Holdings under 401(k) plan are reported as of January 16, 2008.
- (9) Holdings are reported as of January 17, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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