

NCI BUILDING SYSTEMS INC  
 Form 4  
 October 05, 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 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)  
 10/03/2005

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value					754	I	By NCI 401(k) Plan <sup>(1)</sup>
Common Stock, \$0.01 par value	10/03/2005		M		15,000	A	\$ 15.75
Common Stock, \$0.01 par value	10/03/2005		M		5,556	A	\$ 18
Common Stock, \$0.01 par value					204,495	D	

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value							
Common Stock, \$0.01 par value	10/03/2005	M	6,536	A	\$ 15.3	211,031	D
Common Stock, \$0.01 par value	10/03/2005	M	9,525	A	\$ 15.15	220,556	D
Common Stock, \$0.01 par value	10/03/2005	S	100	D	\$ 40.68	220,456	D
Common Stock, \$0.01 par value	10/03/2005	S	300	D	\$ 40.7	220,156	D
Common Stock, \$0.01 par value	10/03/2005	S	1,100	D	\$ 40.72	219,056	D
Common Stock, \$0.01 par value	10/03/2005	S	500	D	\$ 40.73	218,556	D
Common Stock, \$0.01 par value	10/03/2005	S	600	D	\$ 40.74	217,956	D
Common Stock, \$0.01 par value	10/03/2005	S	2,100	D	\$ 40.75	215,856	D
Common Stock, \$0.01 par value	10/03/2005	S	3,200	D	\$ 40.76	212,656	D
Common Stock, \$0.01 par value	10/03/2005	S	300	D	\$ 40.78	212,356	D
Common Stock, \$0.01 par value	10/03/2005	S	1,500	D	\$ 40.8	210,856	D

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Common Stock, \$0.01 par value	10/03/2005	S	4,200	D	\$ 40.81	206,656	D
Common Stock, \$0.01 par value	10/03/2005	S	1,300	D	\$ 40.82	205,356	D
Common Stock, \$0.01 par value	10/03/2005	S	3,700	D	\$ 40.83	201,656	D
Common Stock, \$0.01 par value	10/03/2005	S	300	D	\$ 40.84	201,356	D
Common Stock, \$0.01 par value	10/03/2005	S	100	D	\$ 40.91	201,256	D
Common Stock, \$0.01 par value	10/03/2005	S	400	D	\$ 41	200,856	D
Common Stock, \$0.01 par value	10/03/2005	S	100	D	\$ 41.01	200,756	D
Common Stock, \$0.01 par value	10/03/2005	S	200	D	\$ 41.02	200,556	D
Common Stock, \$0.01 par value	10/03/2005	S	100	D	\$ 41.03	200,456	D
Common Stock, \$0.01 par value	10/03/2005	S	100	D	\$ 41.04	200,356	D
Common Stock, \$0.01 par value	10/03/2005	S	200	D	\$ 41.05	200,156	D
	10/03/2005	S	100	D		200,056 <sup>(2)</sup>	D

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Common Stock, \$0.01 par value \$ 41.06

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

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 15.75	10/03/2005		M	15,000	(3) 12/08/2009	Common stock, \$0.01 par value	15,000	
Options to purchase common stock	\$ 18	10/03/2005		M	5,556	(3) 12/14/2010	Common stock, \$0.01 par value	5,556	
Options to purchase common stock	\$ 15.3	10/03/2005		M	6,536	(3) 06/14/2011	Common stock, \$0.01 par value	6,536	
Options to purchase common stock	\$ 15.15	10/03/2005		M	9,525	(4) 12/14/2011	Common stock, \$0.01 par value	9,525	

## 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                      10/05/2005

\_\_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 3, 2005. The two forms should be read together.
- (3) Options vested in four equal annual installments beginning on the first anniversary of the date of the grant.
- (4) Options vest in four equal annual installments beginning on December 15, 2002.

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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