

HUMPHRIES DONNIE R
Form 4
March 08, 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 *
HUMPHRIES DONNIE 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)
03/07/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Secretary

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	03/07/2005		M		972	A	\$ 18
Common Stock, \$0.01 par value	03/07/2005		M		286	A	\$ 15.3
Common Stock, \$0.01 par value	03/07/2005		M		577	A	\$ 15.15
							972
							1,258
							1,835

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value										
Common Stock, \$0.01 par value	03/07/2005		M	500	A	\$ 17.5	2,335		D	
Common Stock, \$0.01 par value	03/07/2005		M	424	A	\$ 20.64	2,759		D	
Common Stock, \$0.01 par value	03/07/2005		M	241	A	\$ 18.12	3,000		D	
Common Stock, \$0.01 par value	03/07/2005		M	179	A	\$ 24.44	3,179		D	
Common Stock, \$0.01 par value	03/07/2005		S	3,179	D	\$ 41.25	0		D	
Common Stock, \$0.01 par value							48,400		I	By family partnership
Common Stock, \$0.01 par value							341		I	By NCI 401(k) plan

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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr
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and 5)

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
			Code	V	(A)	(D)					
Options to purchase common stock	\$ 18	03/07/2005	M			972	(1)	12/14/2010	Common Stock, \$0.01 par value	972	\$
Options to purchase common stock	\$ 15.3	03/07/2005	M			286	(2)	06/14/2011	Common Stock, \$0.01 par value	286	\$
Options to purchase common stock	\$ 15.15	03/07/2005	M			577	(3)	12/14/2011	Common Stock, \$0.01 par value	577	\$
Options to purchase common stock	\$ 17.5	03/07/2005	M			500	(4)	06/14/2012	Common Stock, \$0.01 par value	500	\$
Options to purchase common stock	\$ 20.64	03/07/2005	M			424	(5)	12/14/2012	Common Stock, \$0.01 par value	424	\$
Options to purchase common stock	\$ 18.12	03/07/2005	M			241	(6)	06/14/2013	Common Stock, \$0.01 par value	241	\$
Options to purchase common stock	\$ 24.44	03/07/2005	M			179	(7)	12/14/2013	Common Stock, \$0.01 par value	179	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HUMPHRIES DONNIE R
10943 NORTH SAM HOUSTON PARKWAY WEST
HOUSTON, TX 77064

Secretary

Signatures

Donnie
Humphries

03/08/2005

**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) Options vested in four equal annual installments beginning on December 15, 2001.
 - (2) Options vest in four equal annual installments beginning on June 15, 2002.
 - (3) Options vest in four equal annual installments beginning on December 15, 2002.
 - (4) Options vest in four equal annual installments beginning on June 15, 2003.
 - (5) Options vest in four equal annual installments beginning on December 15, 2003.
 - (6) Options vest in four equal annual installments beginning on June 15, 2004.
 - (7) Options vest in four equal annual installments beginning on December 15, 2004.

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.