

NCI BUILDING SYSTEMS INC
 Form 4
 March 09, 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 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)
03/07/2005

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

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	03/07/2005		M		4,167	A	\$ 18
					62,495		
Common Stock, \$0.01 par value	03/07/2005		M		3,676	A	\$ 15.3
					66,171		
Common Stock, \$0.01 par	03/07/2005		M		7,050	A	\$ 15.15
					73,221		

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value									
Common Stock, \$0.01 par value	03/07/2005	M	2,143	A	\$ 17.5	75,364		D	
Common Stock, \$0.01 par value	03/07/2005	S	5,036	D	\$ 41.1	70,328		D	
Common Stock, \$0.01 par value	03/07/2005	S	5,000	D	\$ 41.25	65,328		D	
Common Stock, \$0.01 par value	03/07/2005	S	4,400	D	\$ 41.3	60,928		D	
Common Stock, \$0.01 par value	03/07/2005	S	1,200	D	\$ 41.31	59,728		D	
Common Stock, \$0.01 par value	03/07/2005	S	600	D	\$ 41.32	59,128		D	
Common Stock, \$0.01 par value	03/07/2005	S	800	D	\$ 41.34	58,328		D	
Common Stock, \$0.01 par value						16,716		I	By Trusts (1)
Common Stock, \$0.01 par value						7,558		I	By NCI 401(k) plan

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. De Se (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 18	03/07/2005		M	4,167	<u>(2)</u> 12/14/2010		Common Stock, \$0.01 par value	4,167
Options to purchase common stock	\$ 15.3	03/07/2005		M	3,676	<u>(3)</u> 06/14/2011		Common Stock, \$0.01 par value	3,676
Options to purchase common stock	\$ 15.15	03/07/2005		M	7,050	<u>(4)</u> 12/14/2011		Common Stock, \$0.01 par value	7,050
Options to purchase common stock	\$ 17.5	03/07/2005		M	2,143	<u>(5)</u> 06/14/2012		Common Stock, \$0.01 par value	2,143

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Pres. & COO/Metal Comp.
Div.

Signatures

Kelly R. Ginn 03/09/2005

**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) Shares are held indirectly by Mr. Ginn as trustee of nine trusts for the benefit of his two children, four nieces, two nephews and one brother. Mr Ginn disclaims beneficial ownership of such shares.
- (2) Options vested in four equal annual installments beginning on December 15, 2001.
- (3) Options vest in four equal annual installments beginning on June 15, 2002
- (4) Options vest in four equal annual installments beginning on December 15, 2002
- (5) Options vest in four equal annual installments beginning on June 15, 2003

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.