

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)
Common Stock, \$0.01 par value					754	I	By NCI 401(k) Plan ⁽¹⁾
Common Stock, \$0.01 par value	10/03/2005		M	15,000 A	\$ 15.75 198,939	D	
Common Stock, \$0.01 par	10/03/2005		M	5,556 A	\$ 18 204,495	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 ⁽²⁾	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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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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