

NCI BUILDING SYSTEMS INC
 Form 4
 March 09, 2006

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 *
CHAMBERS NORMAN C

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)
03/07/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President & COO

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)
				(A) or (D)	Price		
Common Stock, \$0.01 par value	03/07/2006		M	1,500 A	\$ 18.3	1,500	D
Common Stock, \$0.01 par value	03/07/2006		M	32,000 A	\$ 31	33,500	D
Common Stock, \$0.01 par	03/07/2006		S	1,500 D	\$ 55.75	32,000	D

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value							
Common Stock, \$0.01 par value	03/07/2006	S	1,500	D	\$ 55.85	30,500	D
Common Stock, \$0.01 par value	03/07/2006	S	4,700	D	\$ 56	25,800	D
Common Stock, \$0.01 par value	03/07/2006	S	300	D	\$ 56.01	25,500	D
Common Stock, \$0.01 par value	03/07/2006	S	6,000	D	\$ 56.05	19,500	D
Common Stock, \$0.01 par value	03/07/2006	S	800	D	\$ 56.06	18,700	D
Common Stock, \$0.01 par value	03/07/2006	S	200	D	\$ 56.08	18,500	D
Common Stock, \$0.01 par value	03/07/2006	S	1,300	D	\$ 56.09	17,200	D
Common Stock, \$0.01 par value	03/07/2006	S	800	D	\$ 56.1	16,400	D
Common Stock, \$0.01 par value	03/07/2006	S	2,200	D	\$ 56.11	14,200	D
Common Stock, \$0.01 par value	03/07/2006	S	100	D	\$ 56.12	14,100	D
Common Stock, \$0.01 par value	03/07/2006	S	1,100	D	\$ 56.13	13,000	D

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Common Stock, \$0.01 par value	03/07/2006	S	1,300	D	\$ 56.14	11,700	D
Common Stock, \$0.01 par value	03/07/2006	S	6,600	D	\$ 56.15	5,100	D
Common Stock, \$0.01 par value	03/07/2006	S	100	D	\$ 56.16	5,000	D
Common Stock, \$0.01 par value	03/07/2006	S	1,000	D	\$ 56.25	4,000	D
Common Stock, \$0.01 par value	03/07/2006	S	100	D	\$ 56.3	3,900	D
Common Stock, \$0.01 par value	03/07/2006	S	300	D	\$ 56.31	3,600	D
Common Stock, \$0.01 par value	03/07/2006	S	200	D	\$ 56.33	3,400	D
Common Stock, \$0.01 par value	03/07/2006	S	900	D	\$ 56.34	2,500	D
Common Stock, \$0.01 par value	03/07/2006	S	2,500	D	\$ 56.35	0	D

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)

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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	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
Options to purchase common stock	\$ 18.3	03/07/2006		M	1,500	<u>(1)</u> 05/29/2013	Common Stock, \$0.01 par value	1,500
Options to purchase common stock	\$ 31	03/07/2006		M	32,000	<u>(2)</u> 04/26/2014	Common Stock, \$0.01 par value	32,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAMBERS NORMAN C 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	X		President & COO	

Signatures

Frances R. Powell (by power of attorney) 03/09/2006

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 vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was May 29, 2003.
- (2) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was April 26, 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.