

NCI BUILDING SYSTEMS INC
 Form 4
 January 07, 2008

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 *
 PIEPER W BERNARD

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)

3. Date of Earliest Transaction (Month/Day/Year)

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

402 W. FRIAR TUCK LANE

01/03/2008

(Street)

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

HOUSTON, TX 77024

(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 or Price		
Common Stock, \$0.01 par value	01/03/2008		M		5,000 A \$ 18.375	10,751	D
Common Stock, \$0.01 par value	01/03/2008		M		1,634 A \$ 15.3	12,385	D
Common Stock, \$0.01 par value	01/03/2008		M		1,650 A \$ 15.15	14,035	D

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Common Stock, \$0.01 par value	01/03/2008	M	1,429	A	\$ 17.5	15,464	D
Common Stock, \$0.01 par value	01/03/2008	M	1,211	A	\$ 20.64	16,675	D
Common Stock, \$0.01 par value	01/03/2008	M	1,656	A	\$ 18.12	18,331	D

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
Option to purchase common stock	\$ 18.375	01/03/2008		M	5,000	<u>(1)</u> 12/19/2010	Common stock, \$0.01 par value	5,000
Option to purchase common stock	\$ 15.3	01/03/2008		M	1,634	<u>(2)</u> 06/14/2011	Common stock, \$0.01 par value	1,634
Option to purchase common stock	\$ 15.15	01/03/2008		M	1,650	<u>(3)</u> 12/14/2011	Common stock, \$0.01 par value	1,650
	\$ 17.5	01/03/2008		M	1,429	<u>(4)</u> 06/14/2012		1,429

Option to purchase common stock								Common stock, \$0.01 par value	
Option to purchase common stock	\$ 20.64	01/03/2008	M	1,211	(5)	12/14/2012		Common stock, \$0.01 par value	1,211
Option to purchase common stock	\$ 18.12	01/03/2008	M	1,656	(6)	06/14/2013		Common stock, \$0.01 par value	1,656

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIEPER W BERNARD 402 W. FRIAR TUCK LANE HOUSTON, TX 77024		X		

Signatures

Frances Hawes (by power of attorney) 01/04/2008

__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 were fully vested on December 20, 2004.

(2) Options were fully vested on June 15, 2005.

(3) Options were fully vested on December 15, 2005.

(4) Options were fully vested on June 15, 2006.

(5) Options were fully vested on December 15, 2006.

(6) Options were fully vested on June 15, 2007.

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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