

NCI BUILDING SYSTEMS INC

Form 4

October 05, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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 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				(A) or (D)	Price		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 <u>(2)</u>	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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(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
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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