

HUTTIG BUILDING PRODUCTS INC

Form 4

December 19, 2012

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 *
CEMEX SAB DE CV

(Last) (First) (Middle)

AVENIDA RICARDO MARGAIN
ZOZAYA 325,, COLONIA VALLE
DEL CAMPESTRE

(Street)

2. Issuer Name and Ticker or Trading
Symbol
HUTTIG BUILDING PRODUCTS
INC [HBPLPK]

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SAN PEDRO GARZA GARCIA N.
LEON, O5 66265

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share ⁽¹⁾	12/17/2012		S		5,755,940	D	\$ 1.1 0
						I	See Footnote (2)

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CEMEX SAB DE CV AVENIDA RICARDO MARGAIN ZOZAYA 325, COLONIA VALLE DEL CAMPESTRE SAN PEDRO GARZA GARCIA N. LEON, O5 66265	X
RUGBY GROUP LTD CEMEX HOUSE, COLDHARBOUR LANE THORPE, EGHAM SURREY, X0 TW20 8TD	X

Signatures

/s/ Guillermo F. Hernandez Morales, Attorney, CEMEX S.A.B. de C.V. 12/18/2012

__Signature of Reporting Person

Date

/s/ Michael F. Egan, Vice President, The Rugby Group Limited 12/18/2012

__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) This form is a joint filing by CEMEX S.A.B. de C.V. ("CEMEX") and The Rugby Group Limited ("Rugby"), each of whom is filing in its capacity as a 10% owner.
- (2) The Shares were held by Rugby. As Rugby is an indirect wholly-owned subsidiary of CEMEX, CEMEX may be deemed to beneficially own the Shares.

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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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