

NCI BUILDING SYSTEMS INC

Form 4

March 09, 2005

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

OMB APPROVAL

OMB  
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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 KELLY R

(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)  
03/07/20054. 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)  
Pres. & COO/Metal Comp. Div.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	03/07/2005		M	4,167 A	\$ 18 62,495	D	
Common Stock, \$0.01 par value	03/07/2005		M	3,676 A	\$ 15.3 66,171	D	
Common Stock, \$0.01 par	03/07/2005		M	7,050 A	\$ 73,221 15.15	D	

value

Common  
Stock,  
\$0.01 par  
value

03/07/2005

M

2,143

A

\$ 17.5

75,364

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

5,036

D

\$ 41.1

70,328

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

5,000

D

\$  
41.25

65,328

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

4,400

D

\$ 41.3

60,928

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

1,200

D

\$  
41.31

59,728

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

600

D

\$  
41.32

59,128

D

Common  
Stock,  
\$0.01 par  
value

03/07/2005

S

800

D

\$  
41.34

58,328

D

Common  
Stock,  
\$0.01 par  
value

16,716

I

By Trusts  
(1)Common  
Stock,  
\$0.01 par  
value

7,558

I

By NCI  
401(k)  
plan

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)

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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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Options to purchase common stock	\$ 18	03/07/2005		M	4,167	<u>(2)</u>	12/14/2010	Common Stock, \$0.01 par value	4,167	
Options to purchase common stock	\$ 15.3	03/07/2005		M	3,676	<u>(3)</u>	06/14/2011	Common Stock, \$0.01 par value	3,676	
Options to purchase common stock	\$ 15.15	03/07/2005		M	7,050	<u>(4)</u>	12/14/2011	Common Stock, \$0.01 par value	7,050	
Options to purchase common stock	\$ 17.5	03/07/2005		M	2,143	<u>(5)</u>	06/14/2012	Common Stock, \$0.01 par value	2,143	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GINN KELLY R 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	Pres. & COO/Metal Comp. Div.

## Signatures

Kelly R. Ginn 03/09/2005

\*\*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) Shares are held indirectly by Mr. Ginn as trustee of nine trusts for the benefit of his two children, four nieces, two nephews and one brother. Mr Ginn disclaims beneficial ownership of such shares.
- (2) Options vested in four equal annual installments beginning on December 15, 2001.
- (3) Options vest in four equal annual installments beginning on June 15, 2002
- (4) Options vest in four equal annual installments beginning on December 15, 2002
- (5) Options vest in four equal annual installments beginning on June 15, 2003

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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