NCI BUILDING SYSTEMS INC

Form 4

September 15, 2005 EODM A

Check this box if no longer	UNITE		SECURITIES AND EXCHANGE (Washington, D.C. 20549		OMB Number: Expires:	3235-0287 January 31, 2005
subject to Section 16. Form 4 or	STATE	EMENT OI	F CHANGES IN BENEFICIAL OW SECURITIES	HANGES IN BENEFICIAL OWNERSHIP OF SECURITIES		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 1	7(a) of the	Section 16(a) of the Securities Exchang Public Utility Holding Company Act o of the Investment Company Act of 19	of 1935 or Section	response	0.5
Name and Address LAWRENCE W	s of Reportin	_	2. Issuer Name and Ticker or Trading	5. Relationship of I	Reporting Pers	on(s) to
LAWNENCE WILLIAM A			NCI BUILDING SYSTEMS INC [NCS]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	Director	10%	Owner

10943 NORTH SAM HOUSTON	09/13/2005	below)	V.P. & Controller
PARKWAY WEST			v.i. a commoner

(Month/Day/Year)

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person __ Form filed by More than One Reporting

below)

X Officer (give title _

HOUSTON, TX 77064

10943 NORTH SAM HOUSTON

							T CISON		
(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)	(Instr. 3.	(A)	d of (D) 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	09/13/2005		Code V S	Amount 500	` ′	Price \$ 37.05	1,500	D	
Common Stock, \$0.01 par value	09/13/2005		S	1,400	D	\$ 37.07	100	D	
Common Stock, \$0.01 par	09/13/2005		S	100	D	\$ 37	0	D	

OMB APPROVAL

_ Other (specify

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Common Stock, \$0.01 par value	09/14/2005	S	1,000	D	\$ 37	0	D	
Common Stock, \$0.01 par value	rt on a senarate line for each class of securit					443	I	By NCI 401(k) Plan (1)

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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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. Transactic Code (Instr. 8)	5. Number iom 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock	\$ 16.9	09/13/2005		M	:	500	(2)	06/13/2011	Common Stock, \$0.01 par value	500
Options to purchase common stock	\$ 15.15	09/13/2005		M	1	,500	<u>(3)</u>	12/14/2011	Common Stock, \$0.01 par value	1,500
Options to purchase common stock	\$ 15.15	09/14/2005		M	1	,000	(3)	12/14/2011	Common Stock, \$0.01 par value	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAWRENCE WILLIAM A 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064

V.P. & Controller

Signatures

William 09/15/2005

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 401(k) plan are reported based on the plan statement provided as of September 12, 2005.
- (2) Options vested in four equal annual installments beginning on June 13, 2002.
- (3) Options vested 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. 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.

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