

NCI BUILDING SYSTEMS INC
Form 4
October 11, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MOORE TODD R

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)
10/07/2005

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
V.P., Gen. Counsel & Secretary

10943 NORTH SAM HOUSTON PARKWAY WEST

(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 77064

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value					1,314	I	By NCI 401(k) Plan ⁽¹⁾
Common Stock, \$0.01 par value	10/07/2005		M		10,000	D	\$ 28.13
Common Stock, \$0.01 par	10/07/2005		M		12,222	D	\$ 18

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value							
Common Stock, \$0.01 par value	10/07/2005	M	2,614	A	\$ 15.3	14,836	D
Common Stock, \$0.01 par value	10/07/2005	M	3,960	A	\$ 15.15	18,796	D
Common Stock, \$0.01 par value	10/07/2005	M	1,714	A	\$ 17.5	20,510	D
Common Stock, \$0.01 par value	10/07/2005	M	969	A	\$ 20.64	21,479	D
Common Stock, \$0.01 par value	10/07/2005	M	1,104	A	\$ 18.12	22,583	D
Common Stock, \$0.01 par value	10/07/2005	M	409	A	\$ 24.44	22,992	D
Common Stock, \$0.01 par value	10/07/2005	M	414	A	\$ 30.18	23,406	D
Common Stock, \$0.01 par value	10/07/2005	S	10,706	D	\$ 40.75	12,700	D
Common Stock, \$0.01 par value	10/07/2005	S	4,700	D	\$ 40.76	8,000	D
Common Stock, \$0.01 par value	10/07/2005	S	700	D	\$ 40.77	7,300	D
Common Stock, \$0.01 par value	10/07/2005	S	500	D	\$ 40.78	6,800	D

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Common Stock, \$0.01 par value	10/07/2005	S	200	D	\$ 40.79	6,600	D
Common Stock, \$0.01 par value	10/07/2005	S	6,200	D	\$ 40.8	400	D
Common Stock, \$0.01 par value	10/07/2005	S	300	D	\$ 40.81	100	D
Common Stock, \$0.01 par value	10/07/2005	S	100	D	\$ 40.87	0	D

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)

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	\$ 28.13	10/07/2005		M	10,000	<u>(2)</u> 12/31/2008	Common stock, \$0.01 par value	10,000
Options to purchase common stock	\$ 18	10/07/2005		M	2,222	<u>(2)</u> 12/14/2010	Common stock, \$0.01 par value	2,222
	\$ 15.3	10/07/2005		M	2,614	<u>(2)</u> 06/14/2011		2,614

Options to purchase common stock								Common stock, \$0.01 par value	
Options to purchase common stock	\$ 15.15	10/07/2005	M	3,960	<u>(3)</u>	12/14/2011	Common stock, \$0.01 par value	3,960	
Options to purchase common stock	\$ 17.5	10/07/2005	M	1,714	<u>(4)</u>	06/14/2012	Common stock, \$0.01 par value	1,714	
Options to purchase common stock	\$ 20.64	10/07/2005	M	969	<u>(5)</u>	12/14/2012	Common stock, \$0.01 par value	969	
Options to purchase common stock	\$ 18.12	10/07/2005	M	1,104	<u>(6)</u>	06/14/2013	Common stock, \$0.01 par value	1,104	
Options to purchase common stock	\$ 24.44	10/07/2005	M	409	<u>(7)</u>	12/14/2013	Common stock, \$0.01 par value	409	
Options to purchase common stock	\$ 30.18	10/07/2005	M	414	<u>(8)</u>	06/14/2014	Common stock, \$0.01 par value	414	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOORE TODD R 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064			V.P., Gen. Counsel & Secretary	

Signatures

Todd R. Moore

10/11/2005

**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 401(k) plan are reported based on the plan statement provided as of October 10, 2005.
 - (2) Options vested in four equal annual installments beginning on the first anniversary of the date of the grant.
 - (3) Options vest in four equal annual installments beginning on December 15, 2002.
 - (4) Options vest in four equal annual installments beginning on June 15, 2003.
 - (5) Options vest in four equal annual installments beginning on December 15, 2003.
 - (6) Options vest in four equal annual installments beginning on June 15, 2004.
 - (7) Options vest in four equal annual installments beginning on December 15, 2004.
 - (8) Options vest in four equal annual installments beginning on June 15, 2005.

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.