

NCI BUILDING SYSTEMS INC

Form SC 13G

February 06, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act 1934
(Amendment No.)

NCI BUILDING SYSTEMS INC.

(Name of Issuer)

COMMON

(Title of Class of Securities)

628852105

(CUSIP Number)

Calendar Year 2008

(Date of Event Which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT
TO WHICH THIS SCHEDULE IS FILED:

☒ RULE 13D-1(b)

☐ RULE 13D-1(c)

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-
1. Names of Reporting Persons
I.R.S. Identification No. of above person

RUTABAGA CAPITAL MANAGEMENT
I.R.S. Identification No.: 04-3451870

-
2. Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☐

-
3. SEC Use Only

-
4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power	
NUMBER OF	737100
SHARES	
BENEFICIALLY	
OWNED BY	6. Shared Voting Power
EACH	331800
REPORTING	
PERSON	
WITH	7. Sole Dispositive Power
	1068900

8. Shared Dispositive Power

0

-
9. Aggregate Amount Beneficially Owned by Each
Reporting Person

1068900

10. Check if the aggregate Amount in Row (9)
Excludes Certain Shares ☐

-
11. Percent of Class Represented by Amount in Row (9)

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5.43%

12. Type of Reporting Person

IA

Item 1(a). NAME OF ISSUER

NCI Building Systems Inc

Item 1(b). ADDRESS OF PRINCIPAL OFFICES

10943 N Sam Houston Pkwy W
Houston, TX 77064

Item 2(a). NAME OF PERSON FILING

Rutabaga Capital Management

Item 2(b). ADDRESS OF PRINCIPAL OFFICES

64 Broad Street, 3rd Floor, Boston, MA 02109

Item 2(c). Citizenship

MASSACHUSETTS

Item 2(d). TITLE OF CLASS OF SECURITIES

COMMON STOCK

Item 2(e). CUSIP NUMBER

628852105

Item 3. IF THIS STATEMENT IS BEING FILED PURSUANT TO
RULE 13d-1(b), or 13d-2(b) OR (c), CHECK WHETHER THE
PERSON FILING IS A:

(a) ☐ Broker or dealer registered under Section 15
of the Act (15 U.S.C 780);

(b) ☐ Bank as defined in Section 3(a)(6) of the
Act (15 U.S.C 78c);

(c) ☐ insurance company as defined in Section

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- 3(a)(19) of the Act(15 U.S.C 78c);
(d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940(15 U.S.C. 80a-8);
(e) ☒ An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E)
(f) ☐ An employee benefit plan or endowment fund in accordance with 13d-1(b)(1)(ii)(F);
(g) ☐ A parent holding company or control person in accordance with 13d-1(b)(1)(ii)(G);
(h) ☐ A savings association as defined in in Section 3(b) of the Federal Deposit Insurance Act(12 U.S.C 1813);
(i) ☐ A church plan that is excluded from the definition of an investment company under Section3(c)(14) of the Investment Company Act of 1940(15 U.S.C. 80a-3);
(j) ☐ Group, in accordance with 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to 13d-1(c), check this box. ☐

Item 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1068900

(b) Percent of class: 5.43%

(c) Number of Shares as to which person has:

- (i) Sole power to vote: 737100

(ii) Shared power to vote or to direct the vote:
331800

(iii) Sole power to dispose or to direct the disposition of: 1068900

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following
[]

Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON
BY THE PARENT HOLDING COMPANY.

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

Item 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred above were not acquired or held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 6, 2009 Rutabaga Capital Management

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By: /s/ Dana Cohen

Dana Cohen, Principal

: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Common Stock11/08/2011 M 40,000 A \$ 6.87 125,000 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)
	\$ 6.87	11/08/2011		M	40,000	(1) 05/20/2012	40,000

Non-Qual.
Stock
Options

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WATSON DOUGLAS G 220 EAST FIRST STREET BETHLEHEM, PA 18015	X

Signatures

Mark L. Kuna, As Attorney-In-Fact for Douglas G. Watson, (Power of Attorney previously filed)

11/10/2011

__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) Nonqualified stock options granted on May 20, 2002, vesting and exercisable monthly over a two year period, expiring on May 20, 2012.

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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