

HUTTIG BUILDING PRODUCTS INC
 Form 4
 April 02, 2008

FORM 4

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

OMB APPROVAL

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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 *
FLEISHER DAVID L

(Last) (First) (Middle)

C/O HUTTIG BUILDING PRODUCTS, INC., 555 MARYVILLE UNIVERSITY DR., SUITE 400

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2008

4. 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)
 VP, CFO & Secretary

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/31/2008 | | M ⁽¹⁾⁽²⁾ | | 561.48 | A | \$ 0 |
| Common Stock | 03/31/2008 | | D ⁽¹⁾⁽²⁾ | | 561.48 | D | \$ 2.32 |
| Common Stock | | | | | | I | 2,681.87 |

by 401(k) Trustee

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units ⁽³⁾ | <u>(4)</u> | 03/31/2008 | | M | 561.48 | <u>(1)</u> | <u>(1)</u> | Common Stock | 561.48 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FLEISHER DAVID L
C/O HUTTIG BUILDING PRODUCTS, INC.
555 MARYVILLE UNIVERSITY DR., SUITE 400
ST. LOUIS, MO 63141

VP, CFO & Secretary

Signatures

by: Sally H. Townsley, by Power of Attorney

04/02/2008

**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).

In connection with the change in investment options under the Huttig Building Products, Inc. Deferred Compensation Plan (the "Plan"), as of March 31, 2008 the value of each participant's account, including the value of phantom stock units, was transferred to new investment choices. Effective as of March 31, 2008, phantom stock units were no longer available as an investment option under the Plan.

The reporting person did not purchase or sell any shares of common stock in the settlement of the shares. The SEC has taken the position that the cash settlement of phantom stock is reportable on Form 4 in both Table II (as a disposition of the phantom stock derivative security) and Table I (on two lines) as a deemed acquisition and simultaneous disposition of the underlying stock on which the value of the settlement is based. Accordingly, the amounts shown in Table I are reported to comply with the SEC's reporting principles and do not represent actual purchases or sales of shares of common stock.

(3)

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Phantom stock units representing contributions made under the Huttig Building Products, Inc. Deferred Compensation Plan credited to the reporting person's account as of the date of deferral of compensation.

(4) 1-for-1

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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