

Boyle Brian P.
Form 4
November 20, 2018

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 *
Boyle Brian P.

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)
10943 NORTH SAM HOUSTON
PARKWAY WEST
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/16/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CAO and Treasurer

HOUSTON, TX 77064

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

(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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	11/16/2018		A		30,408 (1)	A	\$ 0 30,408 (2) D

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)

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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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options (Right to Buy)	\$ 12.16 <u>(3)</u>	11/16/2018		A		60,817		<u>(3)</u>	11/16/2028 ⁽³⁾	Common Stock	60,817

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Boyle Brian P. 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	SVP, CAO and Treasurer

Signatures

/s/ Todd R. Moore (by power of attorney) 11/20/2018

__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).
- Each restricted stock unit represents a contingent right to receive one share of NCI Building Systems, Inc. common stock, and is subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.
- (1) Includes restricted stock units.
 - (2) The options are subject to vesting in five equal annual installments on November 16, 2019, November 16, 2020, November 16, 2021, November 16, 2022, and November 16, 2023, unless forfeited prior to such date.

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.