

NCI BUILDING SYSTEMS INC
 Form 4
 January 22, 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 *
GINN KELLY 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)
10943 NORTH SAM HOUSTON PARKWAY WEST
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Operations

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 (A) or (D) Price | | | |
| Common Stock, \$0.01 par value | 09/19/2006 | | S | 1,200 (1) D \$ 59.35 | 15,516 (2) | I | By Trusts |
| Common Stock, \$0.01 par value | 08/07/2007 | | J | 1,840 (3) D \$ 0 | 13,036 (4) | I | By Trusts (5) |
| Common Stock, \$0.01 par | 12/05/2007 | | J | 1,839 (6) D \$ 0 | 11,197 | I | By Trusts (5) |

value

Common Stock, \$0.01 par value 12/12/2007 J 1,840⁽⁷⁾ D \$ 0 9,357 I By Trusts⁽⁵⁾

Common Stock, \$0.01 par value Common Stock, \$0.01 par value 7,892 I By NCI 401(k) plan⁽⁸⁾

Common Stock, \$0.01 par value 70,446⁽⁹⁾ 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.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GINN KELLY R 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064 | | | EVP, Operations | |

Signatures

Frances Hawes (by power of attorney)

01/22/2008

__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).
- (1) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of his brother, were sold.
- (2) Due to the fact that this transaction was not reported in a timely manner, the total amount was erroneously reported in subsequent reports.
- (3) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of one of his nephews, were distributed to such nephew.
- (4) In addition to the transaction described above, this total amount reflects the disposition of 640 shares that occurred on July 26, 2007, which was reported on July 27, 2007.
- (5) Shares are held indirectly by Mr. Ginn as trustee of individual trusts for the benefit of his two children and three nieces and nephews. Mr. Ginn disclaims beneficial ownership of these shares.
- (6) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of one of his nieces, were distributed to such niece.
- (7) Certain shares held indirectly by Mr. Ginn, as trustee of a trust for the benefit of one of his nieces, were distributed to such niece.
- (8) Holdings under 401(k) plan are reported as of January 16, 2008.
- (9) Holdings are reported as of January 17, 2008.

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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