

NCI BUILDING SYSTEMS INC
 Form 4
 September 08, 2006

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 *
 Brown Eric James

2. Issuer Name and Ticker or Trading Symbol
 NCI BUILDING SYSTEMS INC
 [NCS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 V.P. & Chief Inform. Officer

(Last) (First) (Middle)
 10943 NORTH SAM HOUSTON
 PARKWAY WEST
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/06/2006

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 or Price | | |
| Common Stock, \$0.01 par value | 09/06/2006 | | M | | 2,500 A \$ 29.85 | 2,500 | D |
| Common Stock, \$0.01 par value | 09/06/2006 | | M | | 414 A \$ 30.18 | 2,914 | D |
| Common Stock, \$0.01 par | 09/06/2006 | | M | | 341 A \$ 36.62 | 3,255 | D |

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| | | | | | | | | |
|--------------------------------|------------|--|---|-------|---|----------|-------|---|
| value | | | | | | | | |
| Common Stock, \$0.01 par value | 09/06/2006 | | M | 376 | A | \$ 33.19 | 3,631 | D |
| Common Stock, \$0.01 par value | 09/06/2006 | | S | 1,231 | D | \$ 55.29 | 2,400 | D |
| Common Stock, \$0.01 par value | 09/06/2006 | | S | 600 | D | \$ 55.27 | 1,800 | D |
| Common Stock, \$0.01 par value | 09/06/2006 | | S | 1,800 | D | \$ 55.25 | 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. De | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to purchase common stock | \$ 29.85 | 09/06/2006 | | M | 2,500 | <u>(1)</u> | 06/04/2014 | Common Stock, \$0.01 par value | 2,500 |
| Options to purchase | \$ 30.18 | 09/06/2006 | | M | 414 | <u>(2)</u> | 06/15/2014 | Common Stock, \$0.01 par | 414 |

| | | | | | | | | | |
|----------------------------------|----------|------------|---|-----|-----|------------|--|--------------------------------|-----|
| common stock | | | | | | | | value | |
| Options to purchase common stock | \$ 36.62 | 09/06/2006 | M | 341 | (3) | 12/15/2014 | | Common Stock, \$0.01 par value | 341 |
| Options to purchase common stock | \$ 33.19 | 09/06/2006 | M | 376 | (4) | 06/15/2015 | | Common Stock, \$0.01 par value | 376 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Brown Eric James 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064 | | | V.P. & Chief Inform. Officer | |

Signatures

/s/ Frances R. Powell (by power of attorney) 09/08/2006

__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) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 4, 2004.
- (2) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was June 15, 2004.
- (3) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was December 15, 2004.
- (4) Options vest in four equal annual installments beginning on the first anniversary of the date of the grant. The grant date was 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.