NCI BUILDING SYSTEMS INC

Form 4 June 14, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

\$0.01 par

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MADDOX KENNETH W Issuer Symbol NCI BUILDING SYSTEMS INC (Check all applicable) [NCS] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 10943 NORTH SAM HOUSTON 06/13/2007 EVP, Administration PARKWAY WEST (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77064 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common Stock, 06/13/2007 2,586 \$ 17.5 12,274 D M Α \$0.01 par value Common Stock, 06/13/2007 M 3,634 15,908 D \$0.01 par value Common 06/13/2007 M 3,080 \$ 18,988 D A Stock. 18.12

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V2	lue

Common Stock, \$0.01 par value	06/13/2007	S	9,300	D	\$ 51.11	9,688	D	
Common Stock, \$0.01 par value						2,128	I	By NCI 401(k) plan (1)

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

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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. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	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
Option to purchase common stock	\$ 17.5	06/13/2007		M		2,586	(2)	06/14/2012	Common stock, \$0.01 par value	2,586
Option to purchase common stock	\$ 20.64	06/13/2007		M		3,634	(3)	12/14/2013	Common stock, \$0.01 par value	3,634
Option to purchase common stock	\$ 18.12	06/13/2007		M		3,080	<u>(4)</u>	06/14/2013	Common stock, \$0.01 par value	3,080

Reporting Owners

Reporting Owners

Relationships

Reporting Owner Name / Address

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Director 10% Owner Officer Other

MADDOX KENNETH W 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064

EVP, Administration

Signatures

Kenneth W.

Maddox 06/14/2007

**Signature of Date Reporting Person

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) Holdings under 401(k) plan are reported as of June 13, 2007
- (2) Options vest in four equal annual installments beginning on June 15, 2003.
- (3) Options vest in four equal annual installments beginning on December 15, 2004
- (4) Options vest in four equal annual installments beginning on June 15, 2004.

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.

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