NCI BUILDING SYSTEMS INC

Form 4 June 14, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

Check this box if no longer subject to

Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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

1(b).

(Last)

Number:

3235-0287

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January 31, 2005

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response...

0.5

OMB APPROVAL

(Print or Type Responses)

1. Name and Address of Reporting Person *

MADDOX KENNETH W

(First)

(Middle)

10943 NORTH SAM HOUSTON PARKWAY WEST

(Street)

2. Issuer Name and Ticker or Trading

Symbol

NCI BUILDING SYSTEMS INC [NCS]

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

06/13/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

EVP, Administration

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

HOUSTON, TX 77064

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock, \$0.01 par value	06/13/2007		Code V	Amount 2,586		Price \$ 17.5	(Instr. 3 and 4) 12,274	D	
Common Stock, \$0.01 par value	06/13/2007		M	3,634	A	\$ 20.64	15,908	D	
Common Stock, \$0.01 par	06/13/2007		M	3,080	A	\$ 18.12	18,988	D	

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va	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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SEC 1474 (9-02)

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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)			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 Owner Name / Address

Relationships

Reporting Owners

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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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