

MOORE TODD R
Form 4
November 20, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE TODD 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

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
See Remarks

(Street)
HOUSTON, TX 77064

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/16/2018		A	(A) or (D) Amount (1) 50,104 Price \$ 0	110,101 (2)	D	
Common Stock	11/16/2018		A	(A) or (D) Amount (3) 36,131 Price \$ 0	146,232 (2)	D	
Common Stock	11/16/2018		F	(A) or (D) Amount (4) 17,577 Price \$ 12.25	128,655 (2)	D	
Common Stock	11/16/2018		A	(A) or (D) Amount (4) 28,245 Price \$ 0	156,900 (2)	D	
Common Stock					5,503 (5)	I	NCI 401(k)

Plan

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. 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 Number Shares
Options (Right to Buy)	\$ 12.16 (6)	11/16/2018		A		100,210		(6)	11/16/2028(6)	Common Stock	100,210

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOORE TODD R 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	See Remarks

Signatures

/s/ Todd R.
Moore 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
- (1) 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.
 - (2) Includes restricted stock units.
 - (3) Shares of common stock received as a result of settlement of earned PSUs.
 - (4) Restricted stock units received as a result of conversion of PSUs.

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- (5) Holdings calculated as of November 18, 2018.
- (6) 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.

Remarks:

Executive Vice President, Chief Legal, Risk & Compliance Officer and Corporate Secretary

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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