

NCI BUILDING SYSTEMS INC  
 Form 4  
 September 29, 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 \*  
 GINN A R JR

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

HOUSTON, TX 77064

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 09/27/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value					987	I	NCI 401(k) Plan <sup>(1)</sup>
Common Stock, \$0.01 par value	09/27/2006		M		1,800	A	\$ 15.15
Common Stock, \$0.01 par value	09/28/2006		M		1,376	A	\$ 15.15

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value							
Common Stock, \$0.01 par value	09/28/2006	M	1,429	A	\$ 17.5	190,249	D
Common Stock, \$0.01 par value	09/28/2006	M	2,423	A	\$ 20.64	192,672	D
Common Stock, \$0.01 par value	09/28/2006	M	2,760	A	\$ 18.12	195,432	D
Common Stock, \$0.01 par value	09/28/2006	M	2,912	A	\$ 29.2	198,344	D
Common Stock, \$0.01 par value	09/27/2006	S	200	D	\$ 60	198,144	D
Common Stock, \$0.01 par value	09/27/2006	S	100	D	\$ 60.01	198,044	D
Common Stock, \$0.01 par value	09/27/2006	S	400	D	\$ 60.02	197,644	D
Common Stock, \$0.01 par value	09/27/2006	S	200	D	\$ 60.04	197,444	D
Common Stock, \$0.01 par value	09/27/2006	S	400	D	\$ 60.05	197,044	D
Common Stock, \$0.01 par value	09/27/2006	S	300	D	\$ 60.06	196,744	D
Common Stock, \$0.01 par value	09/27/2006	S	200	D	\$ 60.07	196,544	D

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Common  
Stock,  
\$0.01 par  
value

09/28/2006

S 10,900 D \$ 60 185,644 D

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

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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. Amount or Number of Shares
Option to purchase common stock	\$ 15.15	09/27/2006		M	1,800	<u>(2)</u> 12/14/2011	Common stock, \$0.01 par value	1,800
Option to purchase common stock	\$ 15.15	09/28/2006		M	1,376	<u>(2)</u> 12/14/2011	Common stock, \$0.01 par value	1,376
Option to purchase common stock	\$ 17.5	09/28/2006		M	1,429	<u>(3)</u> 06/14/2012	Common stock, \$0.01 par value	1,429
Option to purchase common stock	\$ 20.64	09/28/2006		M	2,423	<u>(4)</u> 12/14/2012	Common stock, \$0.01 par value	2,463
Option to purchase common stock	\$ 18.12	09/28/2006		M	2,760	<u>(5)</u> 06/14/2013	Common stock, \$0.01 par value	2,760
	\$ 29.2	09/28/2006		M	2,912	<u>(6)</u> 05/27/2014		2,912

Option to  
purchase  
common  
stock

Common  
stock,  
\$0.01 par  
value

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GINN A R JR 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	X		Chairman & CEO	

## Signatures

Frances Powell Hawes (by power of  
attorney)

09/29/2006

\_\_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) Holdings under 401(k) plan are reported as of September 27, 2006.
- (2) Options vest in four equal installments beginning on December 15, 2002.
- (3) Options vest in four equal installments beginning on June 15, 2003.
- (4) Options vest in four equal installments beginning on December 15, 2003.
- (5) Options vest in four equal installments beginning on June 15, 2004.
- (6) Options vest in four equal installments beginning on May 28, 2005.

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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