NCI BUILDING SYSTEMS INC

Form 4

September 15, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LAWRENCE WILLIAM A			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) 10943 NORT PARKWAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/13/2005	Director 10% Owner Selficer (give title Other (specify below) V.P. & Controller			
HOUSTON,	(Street) 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 Acc	quired, Disposed of, or Beneficially Owned			

(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)	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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock, \$0.01 par value	09/13/2005		Code V S	Amount 500	` ′	Price \$ 37.05		D		
Common Stock, \$0.01 par value	09/13/2005		S	1,400	D	\$ 37.07	100	D		
Common Stock, \$0.01 par	09/13/2005		S	100	D	\$ 37	0	D		

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Common Stock, \$0.01 par value	09/14/2005	S	1,000	D	\$ 37	0	D	
Common Stock, \$0.01 par value	rt on a senarate line for each class of securit					443	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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exerc 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
Options to purchase common stock	\$ 16.9	09/13/2005		M	:	500	(2)	06/13/2011	Common Stock, \$0.01 par value	500
Options to purchase common stock	\$ 15.15	09/13/2005		M	1	,500	<u>(3)</u>	12/14/2011	Common Stock, \$0.01 par value	1,500
Options to purchase common stock	\$ 15.15	09/14/2005		M	1	,000	(3)	12/14/2011	Common Stock, \$0.01 par value	1,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LAWRENCE WILLIAM A 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064

V.P. & Controller

Signatures

William 09/15/2005

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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 based on the plan statement provided as of September 12, 2005.
- (2) Options vested in four equal annual installments beginning on June 13, 2002.
- (3) Options vested in four equal annual installments beginning on December 15, 2002.

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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