

HUMPHRIES DONNIE R  
Form 4  
March 08, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
HUMPHRIES DONNIE 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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/07/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Secretary

10943 NORTH SAM HOUSTON PARKWAY WEST

(Street)

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

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

HOUSTON, TX 77064

(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 (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  | 03/07/2005                           |  | M                              |   | 972   | A  | \$ 18 972   |
| Common Stock, \$0.01 par value  | 03/07/2005                           |  | M                              |   | 286   | A  | \$ 15.3 1,258   |
| Common Stock, \$0.01 par        | 03/07/2005                           |  | M                              |   | 577   | A  | \$ 15.15 1,835  |

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|                                |            |  |   |       |   |          |        |  |   |                       |
|--------------------------------|------------|--|---|-------|---|----------|--------|--|---|-----------------------|
| value                          |            |  |   |       |   |          |        |  |   |                       |
| Common Stock, \$0.01 par value | 03/07/2005 |  | M | 500   | A | \$ 17.5  | 2,335  |  | D |                       |
| Common Stock, \$0.01 par value | 03/07/2005 |  | M | 424   | A | \$ 20.64 | 2,759  |  | D |                       |
| Common Stock, \$0.01 par value | 03/07/2005 |  | M | 241   | A | \$ 18.12 | 3,000  |  | D |                       |
| Common Stock, \$0.01 par value | 03/07/2005 |  | M | 179   | A | \$ 24.44 | 3,179  |  | D |                       |
| Common Stock, \$0.01 par value | 03/07/2005 |  | S | 3,179 | D | \$ 41.25 | 0      |  | D |                       |
| Common Stock, \$0.01 par value |            |  |   |       |   |          | 48,400 |  | I | By family partnership |
| Common Stock, \$0.01 par value |            |  |   |       |   |          | 341    |  | I | By NCI 401(k) plan    |

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Pri Deriv Secur (Instr |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------------------------|

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and 5)

|                                  |          |            |      |   | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |                                |     |    |
|----------------------------------|----------|------------|------|---|---------------------|--------------------|-------|--|--------------------------------|-----|----|
|                                  |          |            | Code | V | (A)                 | (D)                |       |  |                                |     |    |
| Options to purchase common stock | \$ 18    | 03/07/2005 | M    |   |                     | 972                | (1)   | 12/14/2010                             | Common Stock, \$0.01 par value | 972 | \$ |
| Options to purchase common stock | \$ 15.3  | 03/07/2005 | M    |   |                     | 286                | (2)   | 06/14/2011                             | Common Stock, \$0.01 par value | 286 | \$ |
| Options to purchase common stock | \$ 15.15 | 03/07/2005 | M    |   |                     | 577                | (3)   | 12/14/2011                             | Common Stock, \$0.01 par value | 577 | \$ |
| Options to purchase common stock | \$ 17.5  | 03/07/2005 | M    |   |                     | 500                | (4)   | 06/14/2012                             | Common Stock, \$0.01 par value | 500 | \$ |
| Options to purchase common stock | \$ 20.64 | 03/07/2005 | M    |   |                     | 424                | (5)   | 12/14/2012                             | Common Stock, \$0.01 par value | 424 | \$ |
| Options to purchase common stock | \$ 18.12 | 03/07/2005 | M    |   |                     | 241                | (6)   | 06/14/2013                             | Common Stock, \$0.01 par value | 241 | \$ |
| Options to purchase common stock | \$ 24.44 | 03/07/2005 | M    |   |                     | 179                | (7)   | 12/14/2013                             | Common Stock, \$0.01 par value | 179 | \$ |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

HUMPHRIES DONNIE R  
10943 NORTH SAM HOUSTON PARKWAY WEST  
HOUSTON, TX 77064

Secretary

## Signatures

Donnie  
Humphries

03/08/2005

\*\*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) Options vested in four equal annual installments beginning on December 15, 2001.
  - (2) Options vest in four equal annual installments beginning on June 15, 2002.
  - (3) Options vest in four equal annual installments beginning on December 15, 2002.
  - (4) Options vest in four equal annual installments beginning on June 15, 2003.
  - (5) Options vest in four equal annual installments beginning on December 15, 2003.
  - (6) Options vest in four equal annual installments beginning on June 15, 2004.
  - (7) Options vest in four equal annual installments beginning on December 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.  
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