

NCI BUILDING SYSTEMS INC
 Form 4
 June 14, 2007

FORM 4

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

OMB APPROVAL

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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 *
MADDOX KENNETH W

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Administration

HOUSTON, TX 77064

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, \$0.01 par value	06/13/2007		M	2,586 A	\$ 17.5	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

value

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. 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	⁽⁴⁾ 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.
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