

NCI BUILDING SYSTEMS INC
 Form 4
 September 26, 2005

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

3. Date of Earliest Transaction (Month/Day/Year)
09/22/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V.P. & Controller

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	09/22/2005		S	1,000	D \$ 38.3	1,000	D
Common Stock, \$0.01 par value	09/22/2005		S	1,000	D \$ 38.35	0	D
Common Stock, \$0.01 par						440	I By NCI 401(k) Plan ⁽¹⁾

value

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)	8. Amount or Number of Shares
Options to Purchase Common Stock	\$ 20.64	09/22/2005		M	487	<u>(2)</u> 12/14/2012	Common Stock, \$0.01 par value	487
Options to Purchase Common Stock	\$ 18.12	09/22/2005		M	1,104	<u>(2)</u> 06/15/2013	Common Stock, \$0.01 par value	1,104
Options to Purchase Common Stock	\$ 24.44	09/22/2005		M	409	<u>(2)</u> 12/14/2013	Common Stock, \$0.01 par value	409

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
Lawrence

09/26/2005

__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) Holdings under 401(k) plan are reported based on the plan statement provided as of September 23, 2005.
 - (2) Generally, the options vest in four equal annual installments beginning on the first anniversary of the grant date. Under a letter agreement dated September 15, 2005, Mr. Lawrence and the Company have agreed that the options will cease vesting on October 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. 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.