

GINN KELLY R
Form 4
June 18, 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 *
GINN KELLY 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)

10943 NORTH SAM HOUSTON
PARKWAY WEST

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2007

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

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)
			Code	V	Amount or Price		
Common Stock, \$0.01 par value	06/15/2007		M		1,226 A \$ 15.3	65,623	D
Common Stock, \$0.01 par value	06/15/2007		M		2,351 A \$ 15.15	67,974	D
Common Stock, \$0.01 par	06/15/2007		S		4,430 D \$ 51.68	63,544	D

value

Common Stock, \$0.01 par value 06/15/2007 F 158 D \$ 51.12 63,386 D

Common Stock, \$0.01 par value 7,792 I By NCI 401(k) plan ⁽¹⁾

Common Stock, \$0.01 par value 16,716 I By Trusts ⁽²⁾

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. De	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase common stock	\$ 15.3	06/15/2007		M	1,226	⁽³⁾ 06/14/2011	Common stock, \$0.01 par value	1,226	
Option to purchase common stock	\$ 15.15	06/15/2007		M	2,351	⁽⁴⁾ 12/14/2011	Common stock, \$0.01 par value	2,351	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

GINN KELLY R
10943 NORTH SAM HOUSTON PARKWAY WEST
HOUSTON, TX 77064

EVP, Operations

Signatures

Todd R. Moore (by power of attorney)

06/18/2007

__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 June 13, 2007.
- (2) Shares are held indirectly by Mr. Ginn as trustee of nine trusts for the benefit of his two children, four nieces, two nephews and one brother. Mr. Ginn disclaims beneficial ownership of these shares.
- (3) Option vest in four equal annual installments beginning on June 15, 2002.
- (4) Option vest 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.