

LAWRENCE WILLIAM A  
 Form 4  
 September 13, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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)  
 09/09/2005

\_\_\_ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$0.01 par value	09/09/2005		S		400	D	\$ 37
Common Stock, \$0.01 par value	09/09/2005		S		813	D	\$ 36.9
Common Stock, \$0.01 par value	09/12/2005		S		1,300	D	\$ 2,300 37.05

By NCI  
 401(k)  
 Plan <sup>(1)</sup>

value								
Common Stock, \$0.01 par value	09/12/2005	S	200	D	\$ 37.06	2,100	D	
Common Stock, \$0.01 par value	09/12/2005	S	500	D	\$ 37.1	1,600	D	
Common Stock, \$0.01 par value	09/12/2005	S	100	D	\$ 37.13	1,500	D	
Common Stock, \$0.01 par value	09/12/2005	S	500	D	\$ 37.02	1,000	D	
Common Stock, \$0.01 par value	09/12/2005	S	500	D	\$ 37.01	500	D	
Common Stock, \$0.01 par value	09/12/2005	S	500	D	\$ 37.03	0	D	
Common Stock, \$0.01 par value						443	I	By NCI 401(k) Plan <sup>(1)</sup>

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.**

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
--	--	--------------------------------------	--	--------------------------------	---	--	---	-------

Edgar Filing: LAWRENCE WILLIAM A - Form 4

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
			Code	V	(A)	(D)				
Options to purchase common stock	\$ 16.9	09/09/2005	M			2,000	(2)	06/13/2011	Common Stock, \$0.01 par value	2,000
Options to purchase common stock	\$ 16.9	09/12/2005	M			2,000	(2)	06/13/2011	Common Stock, \$0.01 par value	2,000

## 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 Lawrence  
09/13/2005

\*\*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 12, 2005.

(2) Options vested in four equal annual installments beginning on June 13, 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.