

NCI BUILDING SYSTEMS INC

Form 3

December 13, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Dickinson Charles W

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/07/2006

3. Issuer Name and Ticker or Trading Symbol

NCI BUILDING SYSTEMS INC [NCS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

Pres/CEO, Components Division

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ X Form filed by One Reporting

Person

☐ Form filed by More than One Reporting Person10943 NORTH SAM
HOUSTON PARKWAY WEST

(Street)

HOUSTON,Â TXÂ 77064

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, \$0.01 par value

4,368

I

By NCI 401(k) plan ⁽¹⁾

Common Stock, \$0.01 par value

34,900

D

Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Options to purchase common stock	Â (2)	06/14/2012	Common Stock, \$0.01 par value	858	\$ 17.5	D	Â
Options to purchase common stock	Â (3)	12/14/2012	Common Stock, \$0.01 par value	727	\$ 20.64	D	Â
Options to purchase common stock	Â (4)	06/14/2013	Common Stock, \$0.01 par value	1,656	\$ 18.12	D	Â
Options to purchase common stock	Â (5)	12/14/2013	Common Stock, \$0.01 par value	1,842	\$ 24.44	D	Â
Options to purchase common stock	Â (6)	06/14/2014	Common Stock, \$0.01 par value	1,988	\$ 30.18	D	Â
Options to purchase common stock	Â (7)	12/14/2014	Common Stock, \$0.01 par value	1,639	\$ 36.62	D	Â
Options to purchase common stock	Â (8)	06/14/2015	Common Stock, \$0.01 par value	1,808	\$ 33.19	D	Â
Options to purchase common stock	Â (9)	12/14/2015	Common Stock, \$0.01 par value	1,364	\$ 44	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dickinson Charles W 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064	Â	Â	Â Pres/CEO, Components Division	Â

Signatures

/s/ Charles W.
Dickinson

12/12/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 November 30, 2006.
- (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, 2003.
- (4) Options vest in four equal annual installments beginning on June 15, 2004.
- (5) Options vest in four equal annual installments beginning on December 15, 2004.
- (6) Options vest in four equal annual installments beginning on June 15, 2005.
- (7) Options vest in four equal annual installments beginning on December 15, 2005.
- (8) Options vest in four equal annual installments beginning on June 15, 2006.
- (9) Options vest in four equal annual installments beginning on December 15, 2006.

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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