NCI BUILDING SYSTEMS INC

Form 4 April 03, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person CHAMBERS NORMAN C			Symbol		1 Ticker or Trading	S. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(Last)	(First) (M		of Earliest T Day/Year)	ransaction	_X_ Director _X_ Officer (give	10% e title Othe			
10943 NORTH SAM HOUSTON			`	•		below) below) Chairman President & CEO				
	PARKWAY		0 17 0 27 2	2000		Chairman, President & CEO				
		(Street)	4. If Am	endment, Da	ate Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person quired, Disposed of, or Beneficially Owned				
	HOUSTON,	TX 77064	Filed(Mo	onth/Day/Yea	r)					
	(City)	(State)	(Zip) Tak	ole I - Non-I	Derivative Securities Acq					
	1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6. Ownership			
	Security	(Month/Day/Year)	Execution Date, if		on(A) or Disposed of (D)	Securities	Form: Direct	Indirect		
	(Instr. 3)		any	Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial		
			(Month/Day/Year)	(Instr. 8)		Owned	Indirect (I)	Ownership		
						Following Reported	(Instr. 4)	(Instr. 4)		
					(1)	Reported				

Common Stock, P 04/02/2008 8,000 146,679 D \$0.01 par value

Common By NCI Stock, 401(k) 4,814 (1) Ι \$0.01 par Plan. (2) value

Code V Amount (D)

(A)

or

Price

Transaction(s)

(Instr. 3 and 4)

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerci	sable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	te	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	m: .1	or		
						Exercisable	Date	Title	Number		
				G 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHAMBERS NORMAN C 10943 NORTH SAM HOUSTON PARKWAY WEST HOUSTON, TX 77064

X

Chairman, President & CEO

Signatures

Todd R. Moore (by power of attorney)

04/03/2008

**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) Due to the market fluctuation of NCI shares and fund accounting procedures, the NCI shares in this account decreased by 19 shares prior to the transaction reported herein.
- (2) Holdings under 401(k) plan are reported as of April 1, 2008.

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.

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