

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Dickinson Charles W | | (Month/Day/Year) | NCI BUILDING SYSTEMS INC [NCS] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 10943 NORTH SAM | | 12/07/2006 | (Check all applicable) | |
| HOUSTON PARKWAY WEST | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (Street) | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| HOUSTON,Â TXÂ 77064 | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | Pres/CEO, Components Division | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 <u>(2)</u> | 06/14/2012 | Common Stock, \$0.01 par value | 858 | \$ 17.5 | D | Â |
| Options to purchase common stock | Â <u>(3)</u> | 12/14/2012 | Common Stock, \$0.01 par value | 727 | \$ 20.64 | D | Â |
| Options to purchase common stock | Â <u>(4)</u> | 06/14/2013 | Common Stock, \$0.01 par value | 1,656 | \$ 18.12 | D | Â |
| Options to purchase common stock | Â <u>(5)</u> | 12/14/2013 | Common Stock, \$0.01 par value | 1,842 | \$ 24.44 | D | Â |
| Options to purchase common stock | Â <u>(6)</u> | 06/14/2014 | Common Stock, \$0.01 par value | 1,988 | \$ 30.18 | D | Â |
| Options to purchase common stock | Â <u>(7)</u> | 12/14/2014 | Common Stock, \$0.01 par value | 1,639 | \$ 36.62 | D | Â |
| Options to purchase common stock | Â <u>(8)</u> | 06/14/2015 | Common Stock, \$0.01 par value | 1,808 | \$ 33.19 | D | Â |
| Options to purchase common stock | Â <u>(9)</u> | 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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