#### NCI BUILDING SYSTEMS INC

Form 4

December 17, 2008 FORM 4

(Last)

(First)

10943 NORTH SAM HOUSTON

HOUSTON, TX 77064

(Middle)

Check this box if no longer	UNITED STATES	OMB Number: Expires:	3235-0287 January 31, 2005		
subject to Section 16. Form 4 or	STATEMENT O	F CHANGES IN BENEFICIAL OW SECURITIES	NERSHIP OF	Estimated a burden hour response	verage
See Instruction 1(b).	Section 17(a) of the 30(h)	Section 16(a) of the Securities Exchange Public Utility Holding Company Act of the Investment Company Act of 19	of 1935 or Section		
1. Name and Address Phipps Ed L.	s of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol NCI BUILDING SYSTEMS INC [NCS]	5. Relationship of Issuer (Check	Reporting Person	· ,

PARKWAY WEST (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

3. Date of Earliest Transaction

(Month/Day/Year)

12/15/2008

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person \_ Form filed by More than One Reporting

\_X\_ Director

Officer (give title

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Reneficially Ow

• • • • • • • • • • • • • • • • • • • •	, ,	Table	e 1 - Non-D	erivative	Secur	mes Acq	uirea, Disposea o	i, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	on(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)		
			Code V	Amount	(D)	Price	(Ilisti. 5 alid 4)		
Common Stock, \$0.01 par value	12/15/2008		A	3,024	A	\$ 14.88	4,524	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

**OMB APPROVAL** 

10% Owner

Other (specify

### Edgar Filing: NCI BUILDING SYSTEMS INC - Form 4

#### 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		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		onNumber	Expiration D		Amount		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	,				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(IIISti
					4, and 5)						
					4, and 3)						
								A	mount		
						D.	E	01	r		
						Date Exercisable	Expiration Date		umber		
								01			
				Code V	(A) (D)				hares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director

Phipps Ed L. 10943 NORTH SAM HOUSTON PARKWAY WEST X HOUSTON, TX 77064

### **Signatures**

Todd R. Moore (by power of 12/17/2008 attorney)

\*\*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).

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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