

NCI BUILDING SYSTEMS INC  
 Form 4  
 December 20, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
**MADDOX KENNETH W**

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)  
**12/19/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Administration**

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3)  | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                                |                            |
|--|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------------------------|----------------------------|
|  |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares |
| 2.125% Convertible Senior Sub Notes Due 2024 (the "Notes") | \$ 40.14 <sup>(1)</sup>                  | 12/19/2007           | P               |   | \$ 200,000       |                  | <sup>(1)</sup>   | 11/15/2024      | Common Stock, \$0.01 par value | <sup>(2)</sup>             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| MADDOX KENNETH W<br>10943 NORTH SAM HOUSTON PARKWAY WEST<br>HOUSTON, TX 77064 |               |           | EVP, Administration |       |

## Signatures

Frances Powell Hawes (by power of attorney) 12/20/2007  
 \*\*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) The Notes are generally convertible during any calendar quarter if the closing price of common stock exceeds \$48.16 for at least 20 trading days in the 30 consecutive trading day period ending on the last trading day of the preceding calendar quarter. The Notes may also become convertible if they have been called for redemption or upon the occurrence of certain corporate events.
- (2) Upon conversion, the holder will receive a number of shares of common stock equal to the result obtained by dividing (x) (a) the aggregate conversion value of the notes to be converted (derived by multiplying the conversion rate (24.9121) by the ten trading day average closing price of the common stock beginning on the second trading day following the day the notes are submitted for conversion (the "average stock price")), less (b) the aggregate principal amount of the notes to be converted, by (y) the average stock price.

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.