

HUTTIG BUILDING PRODUCTS INC  
 Form 4  
 December 19, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**FLEISHER DAVID L**

(Last) (First) (Middle)

C/O HUTTIG BUILDING PRODUCTS, INC., 555 MARYVILLE UNIVERSITY DRIVE, STE. 240

(Street)

ST. LOUIS, MO 63141

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**HUTTIG BUILDING PRODUCTS INC [HBP]**

3. Date of Earliest Transaction (Month/Day/Year)  
 12/15/2006

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 VP, CFO & Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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.

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Amount of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|------------------------------|
| Phantom Stock <sup>(1)</sup>               | <u>(3)</u>   | 12/15/2006                           |  | A                   | 35.077  | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 35.077 \$                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| FLEISHER DAVID L<br>C/O HUTTIG BUILDING PRODUCTS, INC.<br>555 MARYVILLE UNIVERSITY DRIVE, STE. 240<br>ST. LOUIS, MO 63141 |               |           | VP, CFO & Secretary |       |

## Signatures

/s/ By: Sally H. Townsley, by Power of Attorney      12/19/2006

\*\*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) Phantom stock units representing company matching contributions under the Huttig Building Products, Inc. Deferred Compensation Plan credited to the reporting person's account as of the date of deferral of compensation.  
  
Phantom stock units representing company matching contributions are not immediately transferable into another investment alternative under the Deferred Compensation Plan, except that a Qualified Participant (as such term is defined in Huttig's 401(k) plan) may elect to reallocate from 25% to 50% of stock units representing vested company matching contributions, to the extent such percentage exceeds the amount transferred or distributed pursuant to a prior similar election, within ninety (90) days after the last day of each plan year during the participant's Qualified Election Period (as such term is defined in Huttig's 401(k) plan). Phantom stock units are payable in cash or, at the discretion of the plan administration committee, in shares of common stock, following the participant's retirement or termination of employment.
- (3) 1-for-1

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.