

HUTTIG BUILDING PRODUCTS INC
 Form 4
 December 19, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 CEMEX SAB DE CV

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 AVENIDA RICARDO MARGAIN
 ZOZAYA 325,, COLONIA VALLE
 DEL CAMPESTRE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/17/2012

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

(City) (State) (Zip)
 SAN PEDRO GARZA GARCIA N.
 LEON, O5 66265

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 per share ⁽¹⁾ | 12/17/2012 | | S | V | 5,755,940 | D | See Footnote ⁽²⁾ |
| | | | | | (A) or (D) Price | | |
| | | | | | \$ 1.1 | | |
| | | | | | 0 | | |
| | | | | | | I | |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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

| 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 (Instr. 8) | 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CEMEX SAB DE CV AVENIDA RICARDO MARGAIN ZOZAYA 325, COLONIA VALLE DEL CAMPESTRE SAN PEDRO GARZA GARCIA N. LEON, O5 66265 | | X | | |
| RUGBY GROUP LTD CEMEX HOUSE, COLDHARBOUR LANE THORPE, EGHAM SURREY, X0 TW20 8TD | | X | | |

Signatures

/s/ Guillermo F. Hernandez Morales, Attorney, CEMEX S.A.B. de C.V. 12/18/2012

__Signature of Reporting Person Date

/s/ Michael F. Egan, Vice President, The Rugby Group Limited 12/18/2012

__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) This form is a joint filing by CEMEX S.A.B. de C.V. ("CEMEX") and The Rugby Group Limited ("Rugby"), each of whom is filing in its capacity as a 10% owner.
- (2) The Shares were held by Rugby. As Rugby is an indirect wholly-owned subsidiary of CEMEX, CEMEX may be deemed to beneficially own the Shares.

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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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