BARGER DONALD G JR

Form 4

November 14, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BARGER DONALD G JR

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

QUANEX CORP [NX]

(Month/Day/Year)

10/31/2005

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

1900 WEST LOOP SOUTH, SUITE

(Street)

1500

4. If Amendment, Date Original

below)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

HOUSTON, TX 77027

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Following

(I) Ownership (Instr. 4) (Instr. 4)

(Instr. 8) (Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

any

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (1)	\$ 0 (2)	10/31/2005		A	3.24	(3)	(3)	Common Stock	3.24
Phantom Stock Units (4)	\$ 0 (2)	10/31/2005		A	16.19	(3)	(3)	Common Stock	16.19
Stock Options (Right to buy)	\$ 11.25					05/01/1999	10/30/2008	Common Stock	3,000
Stock Options (Right to buy)	\$ 13.2083					10/31/2000	10/31/2010	Common Stock	3,000
Stock Options (Right to buy)	\$ 14.4583					05/01/2000	10/31/2009	Common Stock	3,000
Stock Options (Right to buy)	\$ 17.3					10/31/2001	10/31/2011	Common Stock	3,000
Stock Options (Right to buy)	\$ 18.4167					05/01/1998	10/31/2007	Common Stock	4,500
Stock Options (Right to buy)	\$ 19					05/01/1997	10/31/2006	Common Stock	4,500
Stock Options (Right to buy)	\$ 23.6933					10/31/2002	10/31/2012	Common Stock	3,000
Stock Options	\$ 26.7					10/31/2003	10/31/2013	Common Stock	3,000

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(Right to buy)					
Stock Options (Right to buy)	\$ 33.8	10/31/2004	10/31/2014	Common Stock	3,000
Stock Options (Right to	\$ 57.91	10/31/2005	10/31/2015	Common Stock	2,028

Reporting Owners

Reporting Owner Name / Address	Relationships				
r g	Director	10% Owner	Officer	Other	
BARGER DONALD G JR 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027	X				

Signatures

Terry M. Murphy, Power of 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).
- (2) Conversion price is 1-for-1.
 - All units credited under the Deferred Compensation Plan are 100% vested at all times; provided, however, that if a participant receives a benefit from the Deferred Compensation Plan for any reason other than death, disability or retirement within three years after a deferral is
- (3) credited to a participant's account, any matching awards made by the Company with respect to such deferral will be forfeited.

 Distributions under the Deferred Compensation Plan are made beginning on a specified date selected bythe participant or upon a participant's death, disability, or termination of employment.
- (1) Represents units credited to a participant's account under the Deferred Compensation Plan as a result of the Company's 20% matching award of the participant's deferral of income or fees, as the case may be.
- (4) Units that are credited to the participants account under the Quanex Corporation Deferred Compensation Plan as a result of the participant's deferral of income or fees, as the case may be.

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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