

ROSS JOSEPH J
Form 4
April 24, 2008

FORM 4

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

OMB APPROVAL

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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 *
ROSS JOSEPH J

(Last) (First) (Middle)

1900 WEST LOOP SOUTH, SUITE 1500

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
QUANEX CORP [NX]

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2008

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)

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) Price			
Common Stock	04/23/2008		D	6,273	D <u>(1)</u> 0	D	
Common Stock	04/23/2008		M	15,117.494	A <u>(2)</u> 15,117.494	D	
Common Stock	04/23/2008		D	15,117.494	D \$ 54.22 0	D	

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 22.5333	04/23/2008		M	4,500	(3) 10/31/2014	Common Stock
Employee Stock Option (right to buy)	\$ 41.19	04/23/2008		M	2,528	(3) 10/31/2017	Common Stock
Employee Stock Option (right to buy)	\$ 33.51	04/23/2008		M	3,388	(3) 10/31/2016	Common Stock
Employee Stock Option (right to buy)	\$ 11.5333	04/23/2008		M	4,500	(3) 10/31/2011	Common Stock
Employee Stock Option (right to buy)	\$ 15.7955	04/23/2008		M	4,500	(3) 10/31/2012	Common Stock
Employee Stock Option (right to buy)	\$ 15.9333	04/23/2008		M	13,500	(3) 05/22/2012	Common Stock
Employee Stock Option (right to buy)	\$ 17.8	04/23/2008		M	4,500	(3) 10/31/2013	Common Stock

buy)

Employee
Stock

Option (right to buy)	\$ 38.6067	04/23/2008	M	3,042	(3)	10/31/2015	Common Stock
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Restricted
Stock
Units

(4)	04/23/2008	M	1,353	(5)	(5)	Common Stock
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Phantom
Stock
Units

(2)	04/23/2008	M	15,117.494	04/23/2008	04/23/2008	Common Stock	15
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS JOSEPH J 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027	X			

Signatures

/s/ John J. Mannion, Power of Attorney	04/24/2008
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**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) Disposed of pursuant to merger agreement among issuer, Gerdau S.A. and Gerdau Delaware, Inc.
- (2) Each share of phantom stock was the economic equivalent of one share of Quanex Corporation common stock. The reporting person settled his shares of phantom stock for cash.

All employee stock options were cancelled on 4/23/2008 pursuant to the merger agreement among issuer, Gerdau S.A. and Gerdau Delaware, Inc. in exchange for an amount equal to the merger consideration (\$39.20) plus the value of a share of Quanex Building Products Corporation common stock at the close of business on the transaction date (\$15.02) less the exercise price.
- (4) Each restricted stock unit was paid in cash in an amount equal to the economic value of one share of the issuer's common stock.
- (5) All restricted stock units vested upon issuance and became payable upon the merger of the issuer and Gerdau Delaware, Inc.

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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