**QUANEX CORP** Form 4 April 03, 2006

## FORM 4

Check this box

if no longer

subject to

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Washington, D.C. 20549

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).

Common

Stock

03/31/2006

(Print or Type Responses)

1. Name and A	Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol QUANEX CORP [NX]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	Middle)		of Earliest T Day/Year)	ransaction	Director	10%		
1900 WEST LOOP SOUTH, SUITE 1500			03/31/2006			X Officer (give title Other (specify below)  Senior VP-Finance and CFO			
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
HOUSTON		Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	uired, Disposed of,	or Beneficially	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	

Code V Amount

8.575

 $\mathbf{J}_{\underline{1}}$ 

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

04/03/2006

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Following

Reported

(2)

Transaction(s)

(Instr. 3 and 4)

23,886.8763

or Indirect

(Instr. 4)

D

(Instr. 4)

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

(A)

(D)

A

Price

44.1947

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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 (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units (3)	\$ 0 (4)	03/31/2006		A	29.946	(5)	<u>(5)</u>	Common Stock	29.946
Stock Options (Right to buy)	\$ 17.6					12/03/2004	12/03/2013	Common Stock	10,125
Stock Options (Right to buy)	\$ 26.3111					12/01/2005	12/01/2014	Common Stock	21,150

# **Reporting Owners**

tionships
I

Director 10% Owner Officer Other

MURPHY TERRY M 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027

Senior VP-Finance and CFO

## **Signatures**

John J. Mannion, Power of

Attorney 04/03/2006

\*\*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).
- **(4)** Conversion price is 1-for-1.
- (2) Balances have been changed to reflect the 3 for 2 stock split effective 03/31/06.
- (1) Acquired through Quanex Dividend Reinvestment Plan.
- (5) 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 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

Reporting Owners 2

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participant's death, disability, or termination of employment.

(3) Units that are credited to the participant's account under the Quanex Corporation Deferred Compensation Plan as a result of Dividend Reinvestment.

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.