

QUANEX CORP

Form 4

December 12, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)
12/06/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)
			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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information contained in this form are not
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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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of 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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V	(A)	(D)			
Phantom Stock Units <u>(1)</u>	\$ 0 <u>(2)</u>	12/06/2006	A		6.825		<u>(3)</u>	<u>(3)</u>	Common Stock 6.825
Phantom Stock Units <u>(4)</u>	\$ 0 <u>(2)</u>	12/06/2006	A		34.125		<u>(3)</u>	<u>(3)</u>	Common Stock 34.125
Restricted Stock Units	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock 746
Stock Options (Right to buy)	\$ 8.8055						10/31/2000	10/31/2010	Common Stock 4,500
Stock Options (Right to buy)	\$ 11.5333						10/31/2001	10/31/2011	Common Stock 4,500
Stock Options (Right to buy)	\$ 15.7955						10/31/2002	10/31/2012	Common Stock 4,500
Stock Options (Right to buy)	\$ 17.8						10/31/2003	10/31/2013	Common Stock 4,500
Stock Options (Right to buy)	\$ 22.5333						10/31/2004	10/31/2014	Common Stock 4,500
Stock Options (Right to buy)	\$ 33.51						10/31/2006	10/31/2016	Common Stock 3,388
Stock Options (Right to buy)	\$ 38.6067						10/31/2005	10/31/2015	Common Stock 3,042

Reporting Owners

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

Signatures

John J. Mannion, Power of
Attorney

12/12/2006

__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).

(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 by the 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.

(6) The restricted stock unit will vest immediately, but will not be payable until death, disability or cessation of service on the board or change of control.

(5) Each restricted stock unit represents a contingent right to receive cash in an amount equivalent to the value of one share of NX common stock.

(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.

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