

BARGER DONALD G JR
 Form 4
 March 03, 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 *
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)
02/28/2008

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | 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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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 Number Shares |
|------------------------------------|------------------------------|------------------|------------|--|------------------|-----------------|--------------|----------------------|
| | | | Code | V (A) (D) | | | | |
| Phantom Stock Units ⁽¹⁾ | \$ 0 ⁽²⁾ | 02/28/2008 | A | 347.682 | ⁽³⁾ | ⁽³⁾ | Common Stock | 347.6 |
| Phantom Stock Units ⁽⁴⁾ | \$ 0 ⁽²⁾ | 02/28/2008 | A | 69.536 | ⁽³⁾ | ⁽³⁾ | Common Stock | 69.53 |
| Restricted Stock Units | ⁽⁵⁾ | | | | ⁽⁶⁾ | ⁽⁶⁾ | Common Stock | 1,35 |
| Stock Options (Right to buy) | \$ 8.8055 | | | | 10/31/2000 | 10/31/2010 | Common Stock | 4,50 |
| Stock Options (Right to buy) | \$ 11.5333 | | | | 10/31/2001 | 10/31/2011 | Common Stock | 4,50 |
| Stock Options (Right to buy) | \$ 15.7955 | | | | 10/31/2002 | 10/31/2012 | Common Stock | 4,50 |
| Stock Options (Right to buy) | \$ 17.8 | | | | 10/31/2003 | 10/31/2013 | Common Stock | 4,50 |
| Stock Options (Right to buy) | \$ 22.5333 | | | | 10/31/2004 | 10/31/2014 | Common Stock | 4,50 |
| Stock Options (Right to buy) | \$ 33.51 | | | | 10/31/2006 | 10/31/2016 | Common Stock | 3,38 |
| Stock Options (Right to buy) | \$ 38.6067 | | | | 10/31/2005 | 10/31/2015 | Common Stock | 3,04 |
| Stock Options | \$ 41.19 | | | | 10/31/2007 | 10/31/2017 | Common Stock | 2,52 |

(Right to
buy)

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 | 03/03/2008 |
| <u> </u> **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 credited to a participant's account, any matching awards made by the Company with respect to such deferral will be forfeited.
- (3) 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.
- (4) 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.
- (1) 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.