

QUANEX CORP
Form 10-K/A
December 30, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-K/A

Amendment No. 1

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended October 31, 2003

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 1-5725

QUANEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

38-1872178

(I.R.S. Employer Identification No.)

1900 West Loop South, Suite 1500, Houston, Texas

(Address of principal executive offices)

77027

(Zip code)

(713) 961-4600

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$.50 par value
Rights to Purchase Series A Junior Participating
Preferred Stock

New York Stock Exchange, Inc.
New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been

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subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting common equity held by non-affiliates as of April 30, 2003, computed by reference to the closing price for the Common Stock on the New York Stock Exchange, Inc. on that date, was \$457,577,134. Such calculation assumes only the registrant's officers and directors were affiliates of the registrant.

At December 12, 2003, there were outstanding 16,526,059 shares of the registrant's Common Stock, \$.50 par value.

EXPLANATORY NOTE

This amendment to Quanex Corporation's Annual Report on Form 10-K for the fiscal year ended October 31, 2003, as filed by Quanex Corporation on December 29, 2003, is being filed for the sole purpose of correcting a typographical error made to the date of the Independent Auditors' Consent on Exhibit 23.

PART IV

Item 15. *Exhibits, Financial Statement Schedules and Reports on Form 8-K*

| Exhibit Number | Description of Exhibits |
|---------------------------|--|
| *23 | Consent of Deloitte & Touche LLP. |
| *31.1 | Certification by chief executive officer pursuant to Rule 13a-14(a)/15d-14(a). |
| *31.2 | Certification by chief financial officer pursuant to Rule 13a-14(a)/15d-14(a). |

*
Filed herewith

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

QUANEX CORPORATION

By: /s/ TERRY M. MURPHY

December 30, 2003

Terry M. Murphy
Vice President Finance
Chief Financial Officer
(Principal Financial Officer)

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EXPLANATORY NOTE

PART IV

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SIGNATURES