

BARGER DONALD G JR

Form 4

April 24, 2008

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
Number: 3235-0287
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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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/23/2008		D	4,189.35	D	0	D
Common Stock	04/23/2008		M	16,184.664	A	16,184.664	D
Common Stock	04/23/2008		D	16,184.664	D	\$ 54.22 0	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 22.5333	04/23/2008		M	4,500	<u>(3)</u>	10/31/2014	Common Stock	
Employee Stock Option (right to buy)	\$ 11.5333	04/23/2008		M	4,500	<u>(3)</u>	10/31/2011	Common Stock	
Employee Stock Option (right to buy)	\$ 17.8	04/23/2008		M	4,500	<u>(3)</u>	10/31/2013	Common Stock	
Employee Stock Option (right to buy)	\$ 33.51	04/23/2008		M	3,388	<u>(3)</u>	10/31/2016	Common Stock	
Employee Stock Option (right to buy)	\$ 15.7955	04/23/2008		M	4,500	<u>(3)</u>	10/31/2012	Common Stock	
Employee Stock Option (right to buy)	\$ 41.19	04/23/2008		M	2,528	<u>(3)</u>	10/31/2017	Common Stock	
Employee Stock Option (right to	\$ 38.6067	04/23/2008		M	3,042	<u>(3)</u>	10/31/2015	Common Stock	

buy)

Employee

Stock

Option (right to buy)	\$ 8.8055	04/23/2008	M	4,500	<u>(3)</u>	10/31/2010	Common Stock
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Restricted

Stock

Units

<u>(4)</u>	04/23/2008	M	1,353	<u>(5)</u>	<u>(5)</u>	Common Stock
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Phantom

Stock

Units

<u>(2)</u>	04/23/2008	M	16,184.664	04/23/2008	04/23/2008	Common Stock	16
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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

/s/ John J. Mannion, Power of
Attorney

04/24/2008

 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
- (3) 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. 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.