

BARGER DONALD G JR
Form 4
April 24, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
QUANEX CORP [NX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1900 WEST LOOP SOUTH, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
04/23/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOUSTON, TX 77027

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 04/23/2008 | | D | 4,189.35 D <u>1</u> | 0 | D | |
| Common Stock | 04/23/2008 | | M | 16,184.664 A <u>2</u> | 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 22.5333 | 04/23/2008 | | M | 4,500 | (3) 10/31/2014 | Common Stock |
| Employee Stock Option (right to buy) | \$ 11.5333 | 04/23/2008 | | M | 4,500 | (3) 10/31/2011 | Common Stock |
| Employee Stock Option (right to buy) | \$ 17.8 | 04/23/2008 | | M | 4,500 | (3) 10/31/2013 | Common Stock |
| Employee Stock Option (right to buy) | \$ 33.51 | 04/23/2008 | | M | 3,388 | (3) 10/31/2016 | Common Stock |
| Employee Stock Option (right to buy) | \$ 15.7955 | 04/23/2008 | | M | 4,500 | (3) 10/31/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 41.19 | 04/23/2008 | | M | 2,528 | (3) 10/31/2017 | Common Stock |
| Employee Stock Option (right to | \$ 38.6067 | 04/23/2008 | | M | 3,042 | (3) 10/31/2015 | Common Stock |

buy)

Employee

Stock

| | | | | | | | |
|--------|-----------|------------|---|-------|-----|------------|-----------------|
| Option | \$ 8.8055 | 04/23/2008 | M | 4,500 | (3) | 10/31/2010 | Common Stock |
|--------|-----------|------------|---|-------|-----|------------|-----------------|

(right to
buy)

Restricted

Stock

| | | | | | | | |
|-------|-----|------------|---|-------|-----|-----|-----------------|
| Units | (4) | 04/23/2008 | M | 1,353 | (5) | (5) | Common Stock |
|-------|-----|------------|---|-------|-----|-----|-----------------|

Phantom

Stock

| | | | | | | | |
|-------|-----|------------|---|------------|------------|------------|-----------------|
| Units | (2) | 04/23/2008 | M | 16,184.664 | 04/23/2008 | 04/23/2008 | Common Stock |
|-------|-----|------------|---|------------|------------|------------|-----------------|

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 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.