

QUANEX CORP  
Form 8-K  
February 26, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8K**

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

Date of Report (Date of earliest event reported) **February 26, 2004**

**QUANEX CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**1-5725**  
(Commission  
file number)

**38-1872178**  
(I.R.S. Employer Identification  
No.)

**1900 West Loop South, Suite 1500, Houston, Texas 77027**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **713-961-4600**

**Item 1. Changes in Control of Registrant**

Not applicable.

**Item 2. Acquisition or Disposition of Assets**

Not applicable

**Item 3. Bankruptcy or Receivership**

Not applicable.

**Item 4. Changes in Registrant's Certifying Accountant**

**Not applicable.**

**Item 5. Other Events and Regulation FD Disclosure**

**Not applicable.**

**Item 6. Resignations of Registrant's Directors**

**Not applicable.**

**Item 7. Financial Statements and Exhibits**

**(a) Financial Statements of Businesses Acquired**

**Not applicable.**

**(b) Pro Forma Financial Information**

**Not applicable.**

**(c) Exhibits**

99.1 Press Release dated February 26, 2004, announcing first quarter of fiscal year 2004 results.

**Item 8. Change in Fiscal Year**

Not applicable.

**Item 9. Regulation FD Disclosure**

This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 26, 2004, Quanex Corporation issued a press release (the Press Release) reporting its earnings results for the first quarter of fiscal year 2004. The foregoing is qualified by reference to the Press Release which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 10. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics**  
Not applicable.

**Item 11. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans**  
Not applicable.

**Item 12. Results of Operations and Financial Condition**  
Not applicable.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Quanex Corporation

Date: February 26, 2004

By: /s/ Terry M. Murphy  
Terry M. Murphy  
Vice President Finance and Chief Financial Officer  
(Principal Financial Officer)

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INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
99.1*	Press Release dated February 26, 2004, announcing first quarter of fiscal year 2004 results.

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\* Filed herewith

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