

QUANEX CORP
Form 4
September 06, 2005

FORM 4

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

OMB APPROVAL

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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 *
JEAN RAYMOND A

(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)
09/02/2005

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)
Chairman, CEO & President

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 | | 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) | |
|---------------------------------|--------------------------------------|--|---------------------|---|---|------------|---|--|---|-------|
| | | | Code | V | Amount | (A) or (D) | | | | Price |
| Common Stock | 09/02/2005 | | M | | 19,300 | A | \$ 12.1667 | 140,050 | D | |
| Common Stock | 09/02/2005 | | S | | 700 | D | \$ 61.85 | 139,350 | D | |
| Common Stock | 09/02/2005 | | S | | 100 | D | \$ 61.87 | 139,250 | D | |
| Common Stock | 09/02/2005 | | S | | 300 | D | \$ 61.88 | 138,950 | D | |
| Common Stock | 09/02/2005 | | S | | 700 | D | \$ 61.91 | 138,250 | D | |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|---------|---|
| Common Stock | 09/02/2005 | S | 100 | D | \$ 61.93 | 138,150 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 61.94 | 138,050 | D |
| Common Stock | 09/02/2005 | S | 600 | D | \$ 61.95 | 137,450 | D |
| Common Stock | 09/02/2005 | S | 200 | D | \$ 61.97 | 137,250 | D |
| Common Stock | 09/02/2005 | S | 200 | D | \$ 61.99 | 137,050 | D |
| Common Stock | 09/02/2005 | S | 600 | D | \$ 62 | 136,450 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.01 | 136,350 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.02 | 136,250 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.04 | 136,150 | D |
| Common Stock | 09/02/2005 | S | 300 | D | \$ 62.05 | 135,850 | D |
| Common Stock | 09/02/2005 | S | 400 | D | \$ 62.07 | 135,450 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.09 | 135,350 | D |
| Common Stock | 09/02/2005 | S | 600 | D | \$ 62.1 | 134,750 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.12 | 134,650 | D |
| Common Stock | 09/02/2005 | S | 200 | D | \$ 62.14 | 134,450 | D |
| Common Stock | 09/02/2005 | S | 400 | D | \$ 62.15 | 134,050 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.17 | 133,950 | D |
| Common Stock | 09/02/2005 | S | 500 | D | \$ 62.23 | 133,450 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.24 | 133,350 | D |
| Common Stock | 09/02/2005 | S | 100 | D | \$ 62.53 | 133,250 | D |
| | 09/02/2005 | S | 200 | D | \$ 62.55 | 133,050 | D |

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| | | | | | | | |
|--------------|------------|--|---|-------|---|----------|-----------|
| Common Stock | | | | | | | |
| Common Stock | 09/02/2005 | | S | 500 | D | \$ 62.69 | 132,550 D |
| Common Stock | 09/02/2005 | | S | 2,000 | D | \$ 62.75 | 130,550 D |
| Common Stock | 09/02/2005 | | S | 1,000 | D | \$ 62.79 | 129,550 D |
| Common Stock | 09/02/2005 | | S | 300 | D | \$ 62.96 | 129,250 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 number.

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(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 (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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Phantom Stock Units | \$ 0 | | | | | 12/05/2002 08/08/1988 | Common Stock 23,366.2 |
| Stock Options (Right to buy) | \$ 17.3333 | | | | | 10/24/2002 10/23/2011 | Common Stock 82,50 |
| Stock Options (Right to buy) | \$ 21.3333 | | | | | 12/05/2003 12/04/2012 | Common Stock 82,50 |
| Stock Options (Right to buy) | \$ 26.4 | | | | | 12/04/2004 12/03/2013 | Common Stock 49,05 |
| | \$ 39.4667 | | | | | 12/01/2005 12/01/2014 | 61,50 |

Stock
Options
(Right to
buy)

Common
Stock

Stock
Options
(Right to
buy)

\$ 12.1667 09/02/2005

M⁽¹⁾

19,300 02/22/2002 02/22/2011

Common
Stock

19,300

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JEAN RAYMOND A 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027 | X | | Chairman, CEO & President | |

Signatures

Terry M. Murphy, Power of
Attorney 09/06/2005

__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) Options exercised under the Quanex Corporation 1996 Employee Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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