

Quanex Building Products CORP  
 Form 4  
 June 02, 2014

**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 \*  
 DAVIS SUSAN F

2. Issuer Name and Ticker or Trading Symbol  
 Quanex Building Products CORP  
 [NX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 1800 WEST LOOP SOUTH, SUITE 1500  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/29/2014

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

HOUSTON, TX 77027

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                 |              |                            |
|---------------------|--|----------------------|-----------------|---|------------------|------------------|-----------------|--------------|----------------------------|
|                     |  |                      | Code V          | (A)   | (D)              | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Phantom Stock Units | (1)                                      | 05/29/2014           | A(2)            | 223.829   |                  | (1)              | (1)             | Common Stock | 223.829                    |

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| DAVIS SUSAN F<br>1800 WEST LOOP SOUTH<br>SUITE 1500<br>HOUSTON, TX 77027 | X             |           |         |       |

**Signatures**

/s/ Paul B. Cornett, Power of Attorney  
 06/02/2014  
\*\*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).

Each Phantom Stock Unit is the economic equivalent of one share of common stock. Distributions under the Deferred Compensation Plan (1) are made in cash beginning on a specified date selected by the participant or upon the participant's death, disability, or termination of service as a director.

(2) Units credited to the participant's account under the Deferred Compensation Plan as a result of deferral of Director Compensation.

(3) Includes 35.761 Phantom Stock Units resulting from the prior reinvestment of dividends.

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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