BAYLES MICHAEL R

Form 4/A October 25, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **BAYLES MICHAEL R**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

QUANEX CORP [nx]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

1900 WEST LOOP SOUTH, SUITE

12/01/2004

V.P.-Building Products Group

1500

(State)

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street) Filed(Month/Day/Year)

Execution Date, if

(Month/Day/Year)

X Form filed by One Reporting Person

01/10/2005

Form filed by More than One Reporting Person

HOUSTON, TX 77027

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Instr. 4)

1. Title of Security (Instr. 3)

(City)

(Zip) 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and An
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Date	Underlying Sec
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Instr. 8) Acquired (A) or (Month/Day/Year) Derivative Disposed of (D) Security

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration Date

Phantom

Units (1)

Stock $\$ 0 \frac{(2)}{2}$ 12/01/2004

9,352.923 Α

12/01/2004(3) 08/08/1988(3)

Common Stock

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

BAYLES MICHAEL R 1900 WEST LOOP SOUTH **SUITE 1500** HOUSTON, TX 77027

V.P.-Building Products Group

Signatures

Michael R. Bayles by Terry M. Murphy, **POA**

10/25/2005

**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).
- Units that are credited to the participants account under the Quanex Corporation Deferred Compensation Plan as a result of the participant's deferral of income or fees, as the case may be.
- (2) Conversion price is 1 for 1.
 - All units credited under the Def. Comp. Plan are 100% vested at all times; provided, however, that if a participant receives a benefit from the Def. Comp. Plan for any reason other that death, disability or retirement within three years after a deferral is credited to a participant's
- (3) account, any matching awards made by the Company with respect to such deferral will be forfeited. Distributions under the Def. Comp. Plan are made beginning on a specified date selected by the participant or upon a participant's death, disability or termination of employment.
- (4) The share amount was overstated.

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.

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