

QUANEX CORP  
Form 4  
January 03, 2008

**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 \*  
**BARGER DONALD G JR**

(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)  
**12/31/2007**

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)

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 (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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (D) Price			
Common Stock	12/31/2007		J <sup>(1)</sup>	8.168 A \$ 52.2417	4,062.0725	D	

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

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SEC 1474 (9-02)

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

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <sup>(2)</sup>	\$ 0 <sup>(3)</sup>	12/31/2007		A	42.3	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	42.3
Restricted Stock Units	<sup>(5)</sup>					<sup>(6)</sup>	<sup>(6)</sup>	Common Stock	1,353
Stock Options (Right to buy)	\$ 8.8055					10/31/2000	10/31/2010	Common Stock	4,500
Stock Options (Right to buy)	\$ 11.5333					10/31/2001	10/31/2011	Common Stock	4,500
Stock Options (Right to buy)	\$ 15.7955					10/31/2002	10/31/2012	Common Stock	4,500
Stock Options (Right to buy)	\$ 17.8					10/31/2003	10/31/2013	Common Stock	4,500
Stock Options (Right to buy)	\$ 22.5333					10/31/2004	10/31/2014	Common Stock	4,500
Stock Options (Right to buy)	\$ 33.51					10/31/2006	10/31/2016	Common Stock	3,388
Stock Options (Right to buy)	\$ 38.6067					10/31/2005	10/31/2015	Common Stock	3,042

buy)

Stock

Options (Right to buy) \$ 41.19

10/31/2007 10/31/2017 Common Stock 2,528

## 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

John J. Mannion, Power of Attorney

01/03/2008

\*\*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).

(3) Conversion price is 1-for-1.

(1) Shares acquired through dividend reinvestment.

All units credited under the Deferred Compensation Plan are 100% vested at all times; provided, however, that if a participant receives a benefit from the Deferred Compensation Plan for any reason other than death, disability or retirement within three years after a deferral is

(4) credited to a participant's account, any matching awards made by the Company with respect to such deferral will be forfeited.

Distributions under the Deferred Compensation Plan are made beginning on a specified date selected by the participant or upon a participant's death, disability, or termination of employment.

(6) The restricted stock unit will vest immediately, but will not be payable until death, disability or cessation of service on the board or change of control.

(2) Units that are credited to the participant's account under the Quanex Corporation Deferred Compensation Plan as a result of Dividend Reinvestment.

(5) Each restricted stock unit represents a contingent right to receive cash in an amount equivalent to the value of one share of NX common stock.

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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