

Hammonds Paul A  
Form 4  
December 05, 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 \*  
Hammonds Paul A

2. Issuer Name and Ticker or Trading Symbol  
QUANEX CORP [NX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1900 WEST LOOP SOUTH, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)  
12/01/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Pres.-Corp. Development

(Street)

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

HOUSTON, TX 77027

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |  |
| Common Stock                    | 12/01/2005                           |  | A                              | 500 A \$ 0  | 997.068   | D  |  |
| Common Stock                    | 12/01/2005                           | 12/02/2005   | J <sup>(1)</sup>               | 7.462 A \$ 61.6481  | 1,004.53  | 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)

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**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 Security (Instr. 3 and 4) |              |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Am<br>Nur<br>Sha |
| Phantom Stock Units <sup>(2)</sup>         | \$ 0 <sup>(3)</sup>                                    | 12/02/2005                           |  | A                              | 1,460.201   | <sup>(4)</sup>   | <sup>(4)</sup>  | Common Stock | 1,4              |
| Stock Options (Right to buy)               | \$ 20.0333   |                                      |  |                                |   | 03/10/2004   | 03/10/2013  | Common Stock | 2                |
| Stock Options (Right to buy)               | \$ 26.4  |                                      |  |                                |   | 12/03/2004   | 12/03/2013  | Common Stock | 3                |
| Stock Options (Right to buy)               | \$ 39.4667   |                                      |  |                                |   | 12/01/2005   | 12/01/2014  | Common Stock | 4                |
| Stock Options (Right to buy)               | \$ 61.42   | 12/01/2005                           |  | A                              | 2,500   | 12/01/2006 <sup>(5)</sup>                                | 12/01/2015  | Common Stock | 2                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| Hammonds Paul A<br>1900 WEST LOOP SOUTH<br>SUITE 1500<br>HOUSTON, TX 77027 |               |           | Vice Pres.-Corp.<br>Development |       |

## Signatures

|   |            |
|---|------------|
| Terry M. Murphy, Power of Attorney          | 12/05/2005 |
| <sup>**</sup> 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) Shares acquired through Employee Stock Purchase Plan.

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

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.

(5) The option becomes exercisable in one third increments annually beginning one year from date of grant.

(2) 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.

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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