QUANEX CORP Form 4 April 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * BARGER DONALD G JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

QUANEX CORP [NX]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X_ Director 10% Owner Other (specify

6. Individual or Joint/Group Filing(Check

1900 WEST LOOP SOUTH, SUITE

(Street)

03/31/2005

Officer (give title below)

1500

4. If Amendment, Date Original

Applicable Line)

X Form filed by One Reporting Person

Filed(Month/Day/Year)

3.

(Instr. 8)

Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

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

Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Following

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

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(Instr. 3)	Price of Derivative Security	(Month/Day/Ye	ar) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Stock Options (Right to buy)	\$ 11.25				05/01/1999	10/30/2008	Common Stock	3,0
Stock Options (Right to buy)	\$ 13.2083				10/31/2000	10/31/2010	Common Stock	3,0
Stock Options (Right to buy)	\$ 14.4583				05/01/2000	10/31/2009	Common Stock	3,0
Stock Options (Right to buy)	\$ 17.3				10/31/2001	10/31/2011	Common Stock	3,0
Stock Options (Right to buy)	\$ 18.4167				05/01/1998	10/31/2007	Common Stock	4,5
Stock Options (Right to buy)	\$ 19				05/01/1997	10/31/2006	Common Stock	4,5
Stock Options (Right to buy)	\$ 23.6933				10/31/2002	10/31/2012	Common Stock	3,0
Stock Options (Right to buy)	\$ 26.7				10/31/2003	10/31/2013	Common Stock	3,0
Stock Options (Right to buy)	\$ 33.8				10/31/2004	10/31/2014	Common Stock	3,0
Phantom Stock	\$ 0 (2)	03/31/2005	A	20.106	03/31/2005(3)	08/08/1988(3)	Common Stock	20.

Units (1)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARGER DONALD G JR
1900 WEST LOOP SOUTH
SUITE 1500
HOUSTON, TX 77027

Signatures

Terry M. Murphy, Power of Attorney

04/04/2005

**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) Units that are credited to the participant's account under the Quanex Corporation Deferred Compensation Plan as a result of Dividend Reinvestment.
- (2) 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
- (3) 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 bythe participant or upon a participant's death, disability, or termination of employment.

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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