Mannion John J Form 4 December 05, 2005

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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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

response...

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Mannion John J			2. Issuer Name and Ticker or Trading Symbol QUANEX CORP [NX]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Mide		(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1900 WEST LOOP SOUTH, SUITE 1500			(Month/Day/Year) 12/01/2005	Director 10% OwnerX_ Officer (give title Other (specify below) VP-Treasurer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON,	TX 77027		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A) or		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)
Common Stock	12/01/2005		A	500	A	\$ 0	1,519.151	D	
Common Stock	12/01/2005	12/02/2005	J <u>(1)</u>	3.731	A	\$ 61.6481	1,522.882	D	

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.

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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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Am Nur Sha	
Phantom Stock Units (2)	\$ 0 (3)	12/02/2005		A	1,089.113	<u>(4)</u>	<u>(4)</u>	Common Stock	1,0	
Stock Options (Right to buy)	\$ 30.0333					08/30/2005	08/30/2015	Common Stock		
Stock Options (Right to buy)	\$ 39.4667					12/01/2005	12/01/2014	Common Stock		
Stock Options (Right to buy)	\$ 61.42	12/01/2005		A	2,300	12/01/2006 <u>(5)</u>	12/01/2015	Common Stock		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Mannion John J

1900 WEST LOOP SOUTH

VP-Treasurer

SUITE 1500 HOUSTON, TX 77027

Signatures

Terry M. Murphy, Power of Attorney 12/05/2005

**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) Shares acquired through Employee Stock Purchase Plan.
- (3) Conversion price is 1-for-1.

Reporting Owners 2

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- 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. 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.