



Edgar Filing: QUANEX CORP - Form 4

Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			(A)	(D)					
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	09/24/2006	A	41.528	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	41.528	\$
Phantom Stock Units <sup>(4)</sup>	\$ 0 <sup>(2)</sup>	09/24/2006	A	8.306	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	8.306	\$

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS SUSAN F			X	

## Signatures

Susan F. Davis by John J. Mannion, POA 09/26/2006

\*\*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 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 deferred Compensation Plan are 100% vested at all times; provided, however, that if a participant received a benefit from the Deferred Compensation Plan for any reason other than death, disability or retirement within three years after a deferral is credited to a participant's account, any matching awards made by the company with respect to such deferral will be forfeited.
- (3) Disbributions under the Deferred Compensation Plan are made beginning on a specific date selected by the participant or upon a participant's death, disability or termination of employment.
- (4) Represents units credited to a participant's account under the Deferred Compensation Plan as a result of the company's 20% matching award 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.