



Edgar Filing: QUANEX CORP - Form 4

Derivative Security			Code	V	(A) or (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	03/31/2005	A		9.681		03/31/2005 <sup>(3)</sup>	<sup>(3)</sup>	Common Stock	9.681

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FLAUM RUSSELL M			X	

## Signatures

Russell M. Flaum by Terry M. Murphy,  
 POA 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 (DCP) are 100% vested at all times; provided, however, that if a participant receives a benefit from the DCP 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. Distributions under the DCP are made beginning on a specified date selected by the 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.