

BARGER DONALD G JR  
 Form 4  
 February 24, 2006

**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 \*  
**BARGER DONALD G JR**

(Last) (First) (Middle)

1900 WEST LOOP SOUTH, SUITE 1500

(Street)

HOUSTON, TX 77027

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/23/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Phantom Stock Units <sup>(1)</sup>	\$ 0 <sup>(2)</sup>	02/23/2006	A	206.244				<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	206.24
Phantom Stock Units <sup>(4)</sup>	\$ 0 <sup>(2)</sup>	02/23/2006	A	41.249				<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	41.24
Stock Options (Right to buy)	\$ 11.25							05/01/1999	10/30/2008	Common Stock	3,000
Stock Options (Right to buy)	\$ 13.2083							10/31/2000	10/31/2010	Common Stock	3,000
Stock Options (Right to buy)	\$ 14.4583							05/01/2000	10/31/2009	Common Stock	3,000
Stock Options (Right to buy)	\$ 17.3							10/31/2001	10/31/2011	Common Stock	3,000
Stock Options (Right to buy)	\$ 18.4167							05/01/1998	10/31/2007	Common Stock	4,500
Stock Options (Right to buy)	\$ 19							05/01/1997	10/31/2006	Common Stock	4,500
Stock Options (Right to buy)	\$ 23.6933							10/31/2002	10/31/2012	Common Stock	3,000
Stock Options (Right to buy)	\$ 26.7							10/31/2003	10/31/2013	Common Stock	3,000
	\$ 33.8							10/31/2004	10/31/2014		3,000

Stock Options (Right to buy)	Conversion Price	Exercise Period	Common Stock	Quantity
Stock Options (Right to buy)				
Stock Options (Right to buy)	\$ 57.91	10/31/2005 - 10/31/2015	Common Stock	2,028

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARGER DONALD G JR 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027	X			

## Signatures

John J. Mannion, Power of Attorney	02/24/2006
<u>      </u> **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).
- (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 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.
  - (1) 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.
  - (4) 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.