**QUANEX CORP** Form 4 July 06, 2005

### FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

**OMB APPROVAL** 

Washington, D.C. 20549 Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number:

subject to Section 16. Form 4 or

January 31, Expires: 2005 Estimated average

**SECURITIES** Form 5

burden hours per response... 0.5

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Ad BAYLES MI		rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			QUANEX CORP [NX]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
1900 WEST LOOP SOUTH, SUITE 1500			(Month/Day/Year) 06/30/2005	Director 10% Owner _X Officer (give title Other (specify below)  Senior VP-Building Prod. Group			
(Street) HOUSTON, TX 77027			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	nuired Disposed of or Repeticially Owned			

	(City)	(State)	(Zip) Tab	le I - Non-	Derivative Securities Ac	quired, Disposed of,	or Beneficiall	ly Owned
Secu	tle of urity tr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) order Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price	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)
Con	nmon ck	06/30/2005	07/06/2005	J <u>(1)</u>	4.497 A \$ 52.814	26,566.0597	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.

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

#### Edgar Filing: QUANEX CORP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Nu	Number		
				~	<del></del>				of		
				Code V	(A) $(D)$				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAYLES MICHAEL R 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027

Senior VP-Building Prod. Group

## **Signatures**

Terry M. Murphy, Power of Attorney

07/06/2005

\*\*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) Acquired through Quanex Dividend Reinvestment Plan.

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. 160;OtherZWIENER DAVID K

THE HARTFORD FINANCIAL SERVICES GROUP

HARTFORD PLAZA

HARTFORD, CT 06115 X Executive Vice President

### **Signatures**

/s/ Steven L. Bray, POA for David K. Zwiener by Power of Attorney of David K. Zwiener dated February 19, 2004

07/21/2005

\*\*Signature of Reporting Person

Date

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### **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) Transaction involving a disposition to the Company of equity securities upon exercise of tax withholding rights in connection with the vesting of shares of Restricted Stock.
- (2) The option became fully exercisable as of March 31, 1999, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (3) The option became fully exercisable as of August 16, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- (4) The option became fully exercisable as of April 11, 2000, following the achievement of the following criteria: the closing price of the Company's Common Stock on the New York Stock Exchange reached 125% of the grant price for at least 10 consecutive trading days.
- The option becomes fully exercisable upon the earlier of: (i) February 21, 2008 (seven years from the February 21, 2001 grant date) and (5) (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
- The option becomes fully exercisable upon the earlier of: (i) February 21, 2009 (seven years from the February 21, 2002 grant date) and (6) (ii) the closing price of the Company's Common Stock on the New York Stock Exchange reaches 125% of the grant price for at least 10 consecutive trading days.
- One-third of the option became exercisable on February 18, 2005, an additional one-third of the option will become exercisable on (7) February 18, 2006 and the remaining one-third of the option will become exercisable on February 18, 2007, the third anniversary of the grant date.
- The options will become exercisable upon the later of: (i) the date upon which the closing price of the underlying common stock on the (8) New York Stock Exchange equals or exceeds 125% of the option exercise price for a period of at least 10 consecutive trading days and (ii) three years from the grant date.

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