

Campbell Ben D
Form 4
February 15, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Campbell Ben D

(Last) (First) (Middle)

C/O GOODMAN GLOBAL,
INC., 5151 SAN FELIPE, SUITE
500

(Street)

HOUSTON, TX 77056

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Goodman Global Inc [GGL]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Exec. VP, Sec. Gen. Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/13/2008		D		24,023	D	\$ 25.6	0	D
Common Stock	02/13/2008		D		145,938	D	<u>11</u>	0	D

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

**Persons who respond to the collection of
information contained in this form are not
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(9-02)

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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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 5.28	02/13/2008		D	289,349	(2)	12/23/2014	Common Stock 28
Non-Qualified Stock Option (right to buy)	\$ 14.52	02/13/2008		D	37,901	(3)	12/29/2015	Common Stock 37
Non-Qualified Stock Option (right to buy)	\$ 19.16	02/13/2008		D	35,000	(4)	05/07/2017	Common Stock 35

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell Ben D C/O GOODMAN GLOBAL, INC. 5151 SAN FELIPE, SUITE 500 HOUSTON, TX 77056			Exec. VP, Sec. Gen. Counsel	

Signatures

/s/ Ben D
Campbell

02/15/2008

__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) 145,938 shares of Issuer's Common Stock were rolled into equity securities of a private acquirer equal to a contribution value of approximately \$3,736,012.80.
- (2) This option, which provided for a combination of performance and time vesting beginning on 12/31/05, was canceled in the merger for a cash payment of \$5,879,571.68, the difference between the exercise price of the option and the merger consideration (\$25.60).
- (3) This option, which provided for vesting in 4 equal installments beginning 12/22/2006, was canceled in the merger for a cash payment of \$419,943.08, the difference between the exercise price of the option and the merger consideration (\$25.60).
- (4)

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This option, which provided for vesting in 4 equal installments beginning 12/31/2007, was canceled in the merger for a cash payment of of \$225,400, the difference between the exercise price of the option and the merger consideration (\$25.60).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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