

MURPHY TERRY M
Form 4
September 02, 2005

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 *
MURPHY TERRY M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1900 WEST LOOP SOUTH, SUITE 1500

3. Date of Earliest Transaction (Month/Day/Year)
09/01/2005

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

Senior VP-Finance and CFO

(Street)
HOUSTON, TX 77027

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

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

(City) (State) (Zip)

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	09/01/2005		M		10,000	A	\$ 21.3333
Common Stock	09/01/2005		M		2,250	A	\$ 26.4
Common Stock	09/01/2005	09/02/2005	J ⁽¹⁾		7.285	A	\$ 63.143
Common Stock	09/01/2005		S		3,750	D	\$ 63.1
Common Stock	09/01/2005		S		900	D	\$ 63.25

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Common Stock	09/01/2005	S	200	D	\$ 63.32	23,278.4745	D
Common Stock	09/01/2005	S	400	D	\$ 63.35	22,878.4745	D
Common Stock	09/01/2005	S	600	D	\$ 63.41	22,278.4745	D
Common Stock	09/01/2005	S	5,300	D	\$ 63.43	16,978.4745	D
Common Stock	09/01/2005	S	100	D	\$ 63.46	16,878.4745	D
Common Stock	09/01/2005	S	1,000	D	\$ 63.5	15,878.4745	D

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	\$ 0					12/07/2000	08/08/1988	Common Stock	27,950.
Stock Options (Right to buy)	\$ 12.125					10/27/2000	10/26/2010	Common Stock	37,500
Stock Options (Right to buy)	\$ 17.3333					10/24/2002	10/23/2011	Common Stock	37,500
Stock Options (Right to buy)	\$ 39.4667					12/01/2005	12/01/2014	Common Stock	21,150

buy)

Stock

Options
(Right to
buy)

\$ 21.3333

09/01/2005

M⁽²⁾

10,000

12/04/2003

12/04/2012

Common
Stock

10,000

Stock

Options
(Right to
buy)

\$ 26.4

09/01/2005

M⁽²⁾

2,250

12/03/2004

12/03/2013

Common
Stock

2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY TERRY M 1900 WEST LOOP SOUTH SUITE 1500 HOUSTON, TX 77027			Senior VP-Finance and CFO	

Signatures

Terry M
Murphy

09/02/2005

**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) Shares acquired through Employee Stock Purchase Plan.
- (2) Options exercised under the Quanex Corporation 1996 Employee Stock Option 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.