

Edgar Filing: QUANEX CORP - Form 4

Derivative Security			or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Phantom Stock Units ⁽¹⁾	\$ 0 ⁽²⁾	03/31/2005	A	16.359	03/31/2005 ⁽³⁾	⁽³⁾	Common Stock	16.359

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS JOSEPH J			X	

Signatures

Joseph J. Ross 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.
- (3) 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.