SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

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			of becault be(ii) of the investment company rise of 1040						
I. Name and Address of Reporting Ferson		Person*	2. Issuer Name and Ticker or Trading Symbol <u>Quanex Building Products CORP</u> [NX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
DAVISSOSANT				X Director 10% Owner					
P	2. Data of Farl			Officer (give title Other (specify					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/31/2014	below) below)					
1800 WEST L	OOP SOUTH		10/51/2014						
SUITE 1500									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)				X Form filed by One Reporting Person					
HOUSTON	TX	77027		Form filed by More than One Reporting Person					
(City)	(State)	(Zip)							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		-		<u> </u>						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ution Date, / Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)

 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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$20.02	10/31/2014		Α		4,880		10/31/2014 ⁽¹⁾	10/31/2024	Common Stock	4,880	\$0	4,880	D	
Restricted Stock Units	(2)	10/31/2014		А		1,287		(3)	(3)	Common Stock	1,287	\$0	11,345	D	

Explanation of Responses:

1. The option becomes 100% exercisable immediately in whole or in part.

2. Each restricted stock unit represents a contingent right to receive cash in an amount equivalent to the value of one share of NX common stock.

3. The restricted stock unit will vest immediately, but will not be payable until death, disability or cessation of service on the board or change of control.

/s/ Paul B. Cornett, Power of

<u>Attorney</u>

11/03/2014

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.