

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

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

<p>1. Name and Address of Reporting Person*</p> <p><b>DAVIS SUSAN F</b></p> <p>(Last) (First) (Middle)</p> <p><b>1900 WEST LOOP SOUTH</b></p> <p><b>SUITE 1500</b></p> <p>(Street)</p> <p><b>HOUSTON TX 77027</b></p> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>QUANEX CORP [ NX ]</b></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><b>04/23/2008</b></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p>Officer (give title below) Other (specify below)</p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p>Form filed by More than One Reporting Person</p>
---	--	---

**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	04/23/2008		D		25,182	D	(1)	0	D	
Common Stock	04/23/2008		M		20,258.302	A	(2)	20,258.302	D	
Common Stock	04/23/2008		D		20,258.302	D	\$54.22	0	D	

**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 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				
Employee Stock Option (right to buy)	\$17.8	04/23/2008		M		4,500	(3)	10/31/2013	Common Stock	4,500	\$36.42	0	D		
Employee Stock Option (right to buy)	\$38.6067	04/23/2008		M		3,042	(3)	10/31/2015	Common Stock	3,042	\$15.6133	0	D		
Employee Stock Option (right to buy)	\$15.7955	04/23/2008		M		4,500	(3)	10/31/2012	Common Stock	4,500	\$38.4245	0	D		
Employee Stock Option (right to buy)	\$22.5333	04/23/2008		M		4,500	(3)	10/31/2014	Common Stock	4,500	\$31.6867	0	D		
Employee Stock Option (right to buy)	\$41.19	04/23/2008		M		2,528	(3)	10/31/2017	Common Stock	2,528	\$13.03	0	D		
Employee Stock Option (right to buy)	\$33.51	04/23/2008		M		3,388	(3)	10/31/2016	Common Stock	3,388	\$20.71	0	D		
Restricted Stock Units	(4)	04/23/2008		M		1,353	(5)	(5)	Common Stock	1,353	\$54.22(4)	0	D		
Phantom Stock Units	(2)	04/23/2008		M		20,258.302		04/23/2008 04/23/2008	Common Stock	20,258.302	(2)	0	D		

**Explanation of Responses:**

- Disposed of pursuant to merger agreement among issuer, Gerdau S.A. and Gerdau Delaware, Inc.
- Each share of phantom stock was the economic equivalent of one share of Quanex Corporation common stock. The reporting person settled her shares of phantom stock for cash.
- All employee stock options were cancelled on 4/23/2008 pursuant to the merger agreement among issuer, Gerdau S.A. and Gerdau Delaware, Inc. in exchange for an amount equal to the merger consideration (\$39.20) plus the value of a share of Quanex Building Products Corporation common stock at the close of business on the transaction date (\$15.02) less the exercise price.
- Each restricted stock unit was paid in cash in an amount equal to the economic value of one share of the issuer's common stock.
- All restricted stock units vested upon issuance and became payable upon the merger of the issuer and Gerdau Delaware, Inc.

/s/ John J. Mannion, Power of Attorney.      04/24/2008

\*\* 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.**