# SEC Form 4

## 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

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|   |                      |          | or Section 30(h) of the Investment Company Act of 1940  |                   |  |                       |  |  |  |
|---|----------------------|----------|---|-------------------|--|-----------------------|--|--|--|
| 1. Name and Address of Reporting Person <sup>*</sup><br>DAVIS SUSAN F |                      |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>Quanex Building Products CORP</u> [ NX ] |                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                       |  |  |  |
|   |                      |          |   |                   | Director   | 10% Owner             |  |  |  |
| (Last)<br>1900 WEST L<br>SUITE 1500                                   | (First)<br>OOP SOUTH | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/31/2008                                    |                   | Officer (give title<br>below)  | Other (specify below) |  |  |  |
|   |                      |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Indiv<br>Line) | idual or Joint/Group Filin   | g (Check Applicable   |  |  |  |
| (Street)<br>HOUSTON   | ТХ                   | 77027    |   | X                 | Form filed by One Rep<br>Form filed by More tha<br>Person                  | Ū.                    |  |  |  |
| (City)  | (State)              | (Zip)    |   |                   |  |                       |  |  |  |

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

| 1. Title of Security (Instr. 3) | Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |      |   | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and<br>5) |               |       | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|---------------------------------|--------------------------|---|------|---|---|---------------|-------|---|---|---|--|--|
|                                 |                          |   | Code | v | Amount  | (A) or<br>(D) | Price | Transaction(s)<br>(Instr. 3 and 4)  |   | (1150.4)  |  |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   |   |  | (- 3 /  | -                            |   |  |   |                           |                    |                 |  |   |  |  |  |
|---|---|--|---|------------------------------|---|--|---|---------------------------|--------------------|-----------------|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | of<br>Derivati<br>Securiti<br>Acquire<br>(A) or<br>Dispose<br>of (D) (II | Derivative (Month/Day/Year)<br>Securities<br>Acquired |                           | e                  | of Securities   |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |   |  |   | Code                         | v | (A)  | (D)   | Date<br>Exercisable       | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Restricted<br>Stock<br>Units                        | (1)   | 10/31/2008                                 |   | A                            |   | 2,729  |   | (2)                       | (2)                | Common<br>Stock | 2,729                                  | \$0   | 2,729  | D  |  |
| Stock<br>Options<br>(Right to<br>buy)               | \$9.16  | 10/31/2008                                 |   | A                            |   | 10,421   |   | 10/31/2008 <sup>(3)</sup> | 10/31/2018         | Common<br>Stock | 10,421                                 | \$0   | 10,421   | D  |  |

Explanation of Responses:

1. 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.

2. 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.

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

| John J. Mannion, Power of        | 11/03/2008 |  |  |  |
|----------------------------------|------------|--|--|--|
| <u>Attorney</u>                  | 11/03/2000 |  |  |  |
| ** Signature of Reporting Person | Date       |  |  |  |

\*\* Signature of Reporting Person

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.

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