SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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 Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Add	1 0	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)							
			-	X	Director	10% Owner						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/01/2016		Officer (give title below)	Other (specify below)						
1800 WEST LOOP SOUTH-STE. 1500												
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	6. Individual or Joint/Group Filing (Check Applicable Line)							
HOUSTON	ТХ	77027		X	Form filed by One Rep	porting Person						
	10N 1X //02/				Form filed by More that Person	an One Reporting						
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												

1. Title of Security (Instr. 3)	Date (Month/Day/Year)	if any 🤺			Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	(D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 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)		Derivative		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)	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		(Instr. 4)		
Phantom Stock Units ⁽¹⁾	(2)	09/01/2016		A		480.769		(2)	(2)	Common Stock	480.769	\$19.5	11,887.679 ⁽³⁾	D	

Explanation of Responses:

1. Units credited to the participant's account under the Deferred Compensation Plan as a result of deferral of Director Compensation.

2. Each Phantom Stock Unit is the economic equivalent of one share of common stock. Distributions under the Deferred Compensation Plan are made in cash beginning on a specified date selected by the participant or upon the participant's death, disability, or termination of service as a director.

3. Includes 24.494 Phantom Stock Units resulting from the reinvestment of dividends.

/s/ Paul B. Cornett, Power of

<u>Attorney</u>

09/06/2016

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.

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.