

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>BARGER DONALD G JR</u> _____ (Last) (First) (Middle) <u>1900 WEST LOOP SOUTH</u> <u>SUITE 1500</u> _____ (Street) <u>HOUSTON TX 77027</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>QUANEX CORP [NX]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	
			3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2002</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person	

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	12/31/2002 ⁽¹⁾		j ⁽¹⁾		39.4271 ⁽¹⁾	A	(1)	4,109.7606	D	
Common Stock	01/02/2003		j ⁽²⁾		5.4204	A	\$33.8	4,115.181	D	
Common Stock	06/30/2003		j ⁽²⁾		2.833	A	\$30	4,118.014	D	
Common Stock	09/30/2003		j ⁽²⁾		2.53	A	\$33.79	4,120.544	D	
Common Stock	12/30/2003		j ⁽²⁾		1.812	A	\$47.41	4,122.356	D	
Common Stock	03/31/2004		j ⁽²⁾		4.059	A	\$42.18	4,126.415	D	
Common Stock	06/30/2004		j ⁽²⁾		3.522	A	\$48.81	4,129.937	D	
Common Stock	09/30/2004		j ⁽²⁾		3.751	A	\$51.4	4,133.688	D	
Common Stock	01/05/2005		j ⁽²⁾		5.481	A	\$45.57	4,139.169	D	
Common Stock	04/05/2005		j ⁽²⁾		4.655	A	\$53.79	4,143.824	D	
Common Stock	07/06/2005		j ⁽²⁾		3.931	A	\$52.82	4,147.755	D	
Common Stock	10/05/2005		j ⁽²⁾		1.733	A	\$67.08	4,149.488	D	
Common Stock	10/05/2005		j ⁽²⁾		3.562	A	\$67.09	4,153.05	D	
Common Stock	12/30/2005		j ⁽²⁾		6.053	A	\$50.68	4,159.103	D	
Common Stock	04/05/2006		j ⁽²⁾		8.085	A	\$44.2	4,167.188	D	
Common Stock	07/06/2006		j ⁽²⁾		8.449	A	\$42.41	4,175.637	D	
Common Stock	10/04/2006		j ⁽²⁾		13.713	A	\$30.57	4,189.35	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					

Explanation of Responses:

- Mr. Barger received an aggregate of 39.4271 shares of Quanex common stock as a result of certain dividend reinvestment and other transactions occurring on various dates prior to December 31, 2002. No records are available for these transactions and the specific dates of purchase, specific purchase prices, and specific share amounts related to each transaction are therefore unknown.
- Shares acquired through dividend reinvestment.

Remarks:

12/31/2002 represents the earliest date for which records are available.

[Attorney](#)

** 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.