

QUANEX CORP

Form 4

September 28, 2005

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JEAN RAYMOND A

(Last) (First) (Middle)

VARLEN CORP, 55 SHUMAN
BLVD PO BOX 3089

(Street)

NAPERVILLE, IL 60566

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

QUANEX CORP [nx]

3. Date of Earliest Transaction
(Month/Day/Year)

09/26/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chairman, CEO and President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	09/26/2005		M		18,800	A	\$ 17.3333	139,850	D
Common Stock	09/26/2005		M		1,200	A	\$ 12.1667	141,050	D
Common Stock	09/26/2005		S		200	D	\$ 61.79	140,850	D
Common Stock	09/26/2005		S		200	D	\$ 61.78	140,650	D
Common Stock	09/26/2005		S		100	D	\$ 61.74	140,550	D

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Common Stock	09/26/2005	S	1,000	D	\$ 61.73	139,550	D
Common Stock	09/26/2005	S	200	D	\$ 61.66	139,350	D
Common Stock	09/26/2005	S	1,300	D	\$ 61.65	138,050	D
Common Stock	09/26/2005	S	100	D	\$ 61.63	137,950	D
Common Stock	09/26/2005	S	800	D	\$ 61.62	137,150	D
Common Stock	09/26/2005	S	500	D	\$ 61.61	136,650	D
Common Stock	09/26/2005	S	600	D	\$ 61.6	136,050	D
Common Stock	09/26/2005	S	100	D	\$ 61.56	135,950	D
Common Stock	09/26/2005	S	700	D	\$ 61.55	135,250	D
Common Stock	09/26/2005	S	2,000	D	\$ 61.5	133,250	D
Common Stock	09/26/2005	S	100	D	\$ 61.48	133,150	D
Common Stock	09/26/2005	S	200	D	\$ 61.47	132,950	D
Common Stock	09/26/2005	S	300	D	\$ 61.46	132,650	D
Common Stock	09/26/2005	S	5,100	D	\$ 61.45	127,550	D
Common Stock	09/26/2005	S	100	D	\$ 61.44	127,450	D
Common Stock	09/26/2005	S	200	D	\$ 61.43	127,250	D
Common Stock	09/26/2005	S	300	D	\$ 61.4	126,950	D
Common Stock	09/26/2005	S	600	D	\$ 61.39	126,350	D
Common Stock	09/26/2005	S	100	D	\$ 61.38	126,250	D
Common Stock	09/26/2005	S	100	D	\$ 61.36	126,150	D
	09/26/2005	S	600	D	\$ 61.35	125,550	D

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Common
Stock

Common Stock	09/26/2005	S	200	D	\$ 61.33	125,350	D
Common Stock	09/26/2005	S	900	D	\$ 61.32	124,450	D
Common Stock	09/26/2005	S	1,000	D	\$ 61.31	123,450	D
Common Stock	09/26/2005	S	1,000	D	\$ 61.3	122,450	D

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 17.3333	09/26/2005		M ⁽¹⁾		18,800		10/23/2002	10/23/2011	Common Stock	18,800
Stock Options (Right to buy)	\$ 12.1667	09/26/2005		M ⁽¹⁾		1,200		02/22/2002	02/22/2011	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JEAN RAYMOND A VARLEN CORP			Chairman, CEO and	

55 SHUMAN BLVD PO BOX 3089
NAPERVILLE, IL 60566

President

Signatures

Raymond A. Jean by Terry M.
Murphy

09/28/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Options exercised under the Quanex Corporation 1996 Employee Stock Option Plan.

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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