

**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	
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1. Name and Address of Reporting Person* <b>BARGER DONALD G JR</b>			2. Issuer Name and Ticker or Trading Symbol <b>QUANEX CORP [ NX ]</b>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/02/2004</b>			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		
1900 WEST LOOP SOUTH SUITE 1500			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>HOUSTON TX 77027</b>								
(City) (State) (Zip)								

**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			

**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						
Stock Options (Right to buy)	\$16.875								05/01/1999	10/30/2008	Common Stock	2,000		2,000	D		
Stock Options (Right to buy)	\$19.8125								10/31/2000	10/31/2010	Common Stock	2,000		2,000	D		
Stock Options (Right to buy)	\$21.6875								05/01/2000	10/31/2009	Common Stock	2,000		2,000	D		
Stock Options (Right to buy)	\$25.95								10/31/2001	10/31/2011	Common Stock	2,000		2,000	D		
Stock Options (Right to buy)	\$27.625								05/01/1998	10/31/2007	Common Stock	3,000		3,000	D		
Stock Options (Right to buy)	\$28.5								05/01/1997	10/31/2006	Common Stock	3,000		3,000	D		
Stock Options (Right to buy)	\$35.54								10/31/2002	10/31/2012	Common Stock	2,000		2,000	D		
Stock Options (Right to buy)	\$40.05								10/31/2003	10/31/2013	Common Stock	2,000		2,000	D		
Stock Options (Right to buy)	\$50.7								10/31/2004	10/31/2014	Common Stock	2,000		2,000	D		
Phantom Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>	12/02/2004		A		135		12/02/2004 <sup>(3)</sup>	08/08/1988 <sup>(3)</sup>	Common Stock	135	\$58.87	5,145.422	D			
Phantom Stock Units <sup>(4)</sup>	\$0 <sup>(2)</sup>	12/02/2004		A		28		12/02/2004 <sup>(3)</sup>	08/08/1988 <sup>(3)</sup>	Common Stock	28	\$58.87	5,173.422	D			

**Explanation of Responses:**

1. Units that are credited to the participants account under the Quanex Corporation Deferred Compensation Plan as a result of the participant's deferral of income or fees, as the case may be.
2. Conversion price is 1-for-1.
3. All units credited under the Deferred Compensation Plan are 100% vested at all times; provided, however, that if a participant receives a benefit from the Deferred Compensation Plan for any reason other than death, disability or retirement within three years after a deferral is credited to a participant's account, any matching awards made by the Company with respect to such deferral will be forfeited. Distributions under the Deferred Compensation Plan are made beginning on a specified date selected by the participant or upon a participant's death, disability, or termination of employment.
4. Represents units credited to a participant's account under the Deferred Compensation Plan as a result of the Company's 20% matching award of the participant's deferral of income or fees, as the case may be.

Terry M. Murphy, Power of  
Attorney

12/06/2004

\*\* 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.**