SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP |
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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

| | | | of Section So(n) of the investment Company Act of 1940 | | | | | |
|--|-------------------------|-----------------|--|---|--|--|--|--|
| 1. Name and Add | | 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) 1800 WEST L | (Lact) (Firet) (Middlo) | | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2015 | Officer (give title Other (specify below) below) | | | | |
| (Street) HOUSTON TX 77027 (City) (State) (Zip) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 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-D | erivative Securities Acquired, Disposed of, or Bene | eficially Owned | | | | |

| 1. Title of Security (Instr. 3) | Date (Month/Day/Year) | if any 🤺 | Code | action | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (1130. 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) | 05/28/2015 | | A | | 523.743 | | (2) | (2) | Common Stock | 523.743 | \$17.9 | 9,249.907 ⁽³⁾ | D | |

Explanation of Responses:

1. Units credited to the participant's account under the Deferred Compensation Plan as a result 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 17.648 Phantom Stock Units resulting from the reinvestment of dividends.

/s/ Paul B. Cornett, Power of

<u>Attorney</u>

05/29/2015

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.