

**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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<b>1. Name and Address of Reporting Person*</b> <u>FLAUM RUSSELL M</u>  (Last) (First) (Middle) <u>1900 WEST LOOP SOUTH</u> <u>SUITE 1500</u>  (Street) <u>HOUSTON TX 77027</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>QUANEX CORP [ NX ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>12/06/2006</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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			

**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				
Phantom Stock Units <sup>(1)</sup>	\$0 <sup>(2)</sup>	12/06/2006		A		146.055		(3)	(3)	Common Stock	146.055	\$36.63	6,884.669	D	
Phantom Stock Units <sup>(4)</sup>	\$0 <sup>(2)</sup>	12/06/2006		A		29.211		(3)	(3)	Common Stock	29.211	\$36.63	6,913.88	D	
Restricted Stock Units	(5)							(6)	(6)	Common Stock	746		746	D	
Stock Options (Right to buy)	\$8.1111							12/02/1999	12/01/2008	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$8.8055							10/31/2000	10/31/2010	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$9.6389							05/01/2000	10/31/2009	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$11.5555							10/31/2001	10/31/2011	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$15.7955							10/31/2002	10/31/2012	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$17.8							10/31/2003	10/31/2013	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$22.5333							10/31/2004	10/31/2014	Common Stock	4,500		4,500	D	
Stock Options (Right to buy)	\$33.51							10/31/2006	10/31/2016	Common Stock	3,388		3,388	D	
Stock Options (Right to buy)	\$38.6067							10/31/2005	10/31/2015	Common Stock	3,042		3,042	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.
5. Each restricted stock unit represents a contingent right to receive cash in an amount equivalent to the value of one share of NX common stock.
6. The restricted stock unit will vest immediately, but will not be payable until death, disability or cessation of service on the board or change of control.

John J. Mannion, Power of  
Attorney.

12/07/2006

\*\* 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.**