П

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

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 APPR	OVAL
OMB Number:	3235-0287
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			01 360		vesiment con	Iparily Act of 1940						
1. Name and Address of Reporting Person*				ier Name and Ticke nex Building	0		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
NOSBAUM LEROY D				0		<u> </u>	X	Director	10%	Owner		
(Last) 1800 WEST L	(First) OOP SOUTH	(Middle) , SUITE 1500		e of Earliest Transa /2016	ction (Month/E	Day/Year)		Officer (give title below)	Other below	(specify /)		
,			4. If Ar	mendment, Date of	Original Filed	(Month/Day/Year)		vidual or Joint/Grou	p Filing (Check	Applicable		
(Street)							Line)	Form filed by On	e Reporting Per	son		
HOUSTON	TX	77027						Form filed by Mo	1 0			
								Person		Jorang		
(City)	(State)	(Zip)										
		Table I - Noi	n-Derivative S	ecurities Acq	uired, Disp	oosed of, or Benefi	cially	Owned				
1. Title of Securit	ty (Instr. 3)		2. Transaction	2A. Deemed	3.	4. Securities Acquired (A		5. Amount of	6. Ownership	7. Nature		

I. 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 A Disposed Of (5)		3, 4 and	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 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)		of		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				
Restricted Stock Units	(1)	11/01/2016		A		4,912		(2)	(2)	Common Stock	4,912	\$0	16,046	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive cash in an amount equivalent to the value of one share of Quanex common stock.

2. 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.

/s/ Paul B. Cornett, Power of

Attorney

11/03/2016

** Signature of Reporting Person Date

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

 \ast 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.