SEC Form 4

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

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		Table I - Non-D	erivative Securities Acquired, Disposed of, or Bene	ficially (Owned		
(City)	(State)	(Zip)					
HOUSTON	TX	77027			Form filed by More than One Reporting Person		
SUITE 1500 (Street)				Line)	Z Form filed by One Departing Dereen		
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable		
1800 W LOOP	P SOUTH		00/20/2010				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	1	Officer (give title below)	Other (specify below)	
1. Name and Add		Person*	2. Issuer Name and Ticker or Trading Symbol <u>Quanex Building Products CORP</u> [NX]		tionship of Reporting Pe all applicable) Director	rson(s) to Issuer 10% Owner	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,		ction Instr.	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	(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)		(1150. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1															
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 Exerc Expiration Da (Month/Day/N	ate	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	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		Transaction(s) (Instr. 4)		
Phantom Stock Units	(1)	08/29/2013		A		853.116		(1)	(1)	Common Stock	853.116	\$16.85	5,527.115 ⁽²⁾	D	

Explanation of Responses:

1. Each Phantom Stock Unit is the economic equivalent of one share of common stock. Distributions under the Deferred Compensation Plan are made beginning on a specified date selected by the participant or upon the participant's death, disability, or termination of service as a director.

2. Includes 11.076 phantom stock units credited to the participant's account as the result of prior dividend reinvestments.

Remarks:

Exhibit List - Exhibit 24, Power of Attorney

/s/ Paul B. Cornett, Power of

<u>Attorney</u>

09/03/2013

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.

Quanex Building Products Corporation Power of Attorney

The undersigned hereby constitutes and appoints Paul Cornett, Kevin Delaney, and Brent Korb his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to complete and sign all Form 3s, Form 4s and Form 5s relating to equity securities of Quanex Building Products Corporation and to file the same, with all exhibits thereto or documents in connection therewith, with the Securities and Exchange Commission, the New York Stock Exchange and Quanex Building Products Corporation, granting to said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Executed this 28th day of August, 2013.

/s/ Robert R. Buck Robert R. Buck