

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **February 1, 2006**

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**QUANEX CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-5725**  
(Commission File Number)

**38-1872178**  
(IRS Employer Identification No.)

**1900 West Loop South, Suite 1500, Houston, Texas**  
(Address of principal executive offices)

**77027**  
(Zip Code)

Registrant's telephone number, including area code: **713-961-4600**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01 Regulation FD Disclosure**

This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 1, 2006, Quanex Corporation issued a press release (the "Press Release") announcing that the Company's \$125 million aggregate principal amount of 2.50% Convertible Senior Debentures due May 15, 2034, are convertible by holders effective February 1, 2006. The foregoing is qualified by reference to the Press Release which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1. Press release dated February 1, 2006

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUANEX CORPORATION**

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(Registrant)

February 2, 2006

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/s/ RAYMOND A. JEAN

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(Date)

Raymond A. Jean  
*Chairman of the Board, President and Chief Executive Officer*

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## Exhibit Index

99.1 Press release dated February 1, 2006

## Quanex Corporation Conversion Rights Triggered on Convertible Debentures

HOUSTON, Feb. 1, 2006 (PRIMEZONE) -- Quanex Corporation (NYSE:NX), today announced that the Company's \$125 million aggregate principal amount of 2.50% Convertible Senior Debentures due May 15, 2034, are convertible by holders effective February 1, 2006.

The convertibility was triggered during the fiscal quarter ended January 31, 2006, in which the closing price of the Company's common stock exceeded the contingent conversion threshold price of approximately \$45.96 for at least 20 of the last 30 trading days of the quarter. As a result, holders may convert the principal amount of their Debentures during the fiscal quarter ending April 30, 2006, in accordance with the terms of the indenture. On January 26, 2005, the Company announced that it had irrevocably elected to settle the principal amount of its Debentures in cash when they become convertible and are surrendered by the holders thereof. The Company retains its option to satisfy any premium obligation (stock price in excess of conversion price) with shares, cash, or a combination of shares and cash.

Quanex Corporation, with 2005 sales of \$1.9 billion, is an industry-leading manufacturer of value-added, engineered materials and components serving the vehicular products and building products markets.

Statements that use the words "expect," "should," "believe," "will," "might," or similar words reflecting future expectations or beliefs are forward-looking statements. The statements found above are based on current expectations. Actual results or events may differ materially from this release. Factors that could impact future results may include, without limitation, the effect of both domestic and global economic conditions, the impact of competitive products and pricing, and the availability and cost of raw materials. For a more complete discussion of factors that may affect the Company's future performance, please refer to the Company's most recent 10-K filing (December 21, 2005) under the Securities Exchange Act of 1934, in particular the sections titled, "Private Securities Litigation Reform Act" contained therein.

For further information, visit the Company's website at [www.quanex.com](http://www.quanex.com).

The Quanex Corporation logo is available at: <http://www.primezone.com/newsroom/prs/?pkgid=1117>

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