

REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

QUANEX CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

38-1872178
(I.R.S. Employer
Identification No.)

1900 WEST LOOP SOUTH, SUITE 1500
HOUSTON, TEXAS
(Address of Principal Executive Offices)

77027
(Zip Code)

QUANEX CORPORATION 1996 EMPLOYEE STOCK OPTION AND RESTRICTED STOCK PLAN
(Full title of the plan)

TERRY M. MURPHY
QUANEX CORPORATION
1900 WEST LOOP SOUTH, SUITE 1500
HOUSTON, TEXAS 77027
(Name and address of agent for service)

(713) 961-4600
(Telephone number, including area code, of agent for service)

With Copy to:

HARVA R. DOCKERY
FULBRIGHT & JAWORSKI L.L.P.
2200 ROSS AVENUE, SUITE 2800
DALLAS, TEXAS 75201-9975
(214) 855-8000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock \$.50 par value	600,000 (1)	\$19.875	\$11,925,000	\$3,148.20
Rights to purchase Series A Junior Participating Preferred Stock	600,000 (1)			

(1) Represents additional shares and accompanying Rights registered for purchase under the Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan (the "Plan"). The number of shares and accompanying Rights registered hereunder does not include the 750,000 shares registered under that certain Registration Statement on Form S-8, Reg. No. 333-18267, filed with the Commission on December 19, 1996.

(2) Pursuant to Rule 457(h), the proposed maximum offering price is estimated, solely for the purpose of determining the registration fee, on the basis of the average high and low prices of the Common Stock on the NYSE on September 6, 2000.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement registers additional securities of the same class as other securities for which a registration statement on this Form (Registration No. 333-18267, the "Earlier Registration Statement") relating to the Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan (the "Plan") is effective. Pursuant to Instruction E to Form S-8, the contents of the Earlier Registration Statement are incorporated herein by reference.

ITEM 8. EXHIBITS

- 4.1 Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, filed as Exhibit 10.19 of the Registrant's Annual Report on Form 10-K for the year ended October 31, 1996, and incorporated herein by reference.
- 4.2 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, dated December 1997, filed as Exhibit 10.26 of the Registrant's Annual Report on Form 10-K for the year ended October 31, 1999, and incorporated herein by reference.
- 4.3 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, dated December 9, 1999, filed as Exhibit 10.27 of the Registrant's Annual Report on Form 10-K for the year ended October 31, 1999, and incorporated herein by reference.
- 4.4 Amendment to Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, effective February 23, 2000, filed as Exhibit 10.2 of the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended January 31, 2000, and incorporated herein by reference.
- 5.1 Opinion of Fulbright & Jaworski L.L.P.
- 23.1 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
- 23.2 Consent of Deloitte & Touche LLP.
- 24.1 Powers of Attorney from certain members of the Board of Directors of the Registrant (contained on page II-3).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on September 12, 2000.

QUANEX CORPORATION

By: /s/ Vernon E. Oechsle

Vernon E. Oechsle
Chairman of the Board and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Vernon E. Oechsle, James H. Davis, Terry M. Murphy, Viren M. Parikh and Thomas R. Royce, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same and all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting said attorney-in-fact and agent, and any of them, 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 any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Vernon E. Oechsle ----- Vernon E. Oechsle	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	September 12, 2000
/s/ James H. Davis ----- James H. Davis	President and Chief Operating Officer (Principal Operating Officer)	September 12, 2000
/s/ Donald G. Barger, Jr. ----- Donald G. Barger, Jr.	Director	September 12, 2000
/s/ Susan F. Davis ----- Susan F. Davis	Director	September 12, 2000
/s/ Russell M. Flaum ----- Russell M. Flaum	Director	September 12, 2000
/s/ Carl E. Pfeiffer ----- Carl E. Pfeiffer	Director	September 12, 2000

/s/ Vincent R. Scorsone

Vincent R. Scorsone

Director

September 12, 2000

/s/ Michael J. Sebastian

Michael J. Sebastian

Director

September 12, 2000

/s/ Terry M. Murphy

Terry M. Murphy

Vice President - Finance and
Chief Financial Officer
(Principal Financial Officer)

September 12, 2000

/s/ Viren M. Parikh

Viren M. Parikh

Controller
(Principal Accounting Officer)

September 12, 2000

INDEX TO EXHIBITS

Exhibit Number -----	Description of Exhibits -----
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[Fulbright & Jaworski L.L.P. letterhead]

September 12, 2000

Quanex Corporation
1900 West Loop South, Suite 1500
Houston, Texas 77027

Ladies and Gentlemen:

We have acted as counsel to Quanex Corporation, a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Act"), of 600,000 shares (the "Shares") of the Company's common stock, \$.50 par value, and associated rights to purchase shares of the Company's Series A Junior Participating Preferred Stock, to be offered upon the terms and subject to the conditions set forth in the Quanex Corporation 1996 Employee Stock Option and Restricted Stock Plan, as amended (the "Plan").

In connection therewith, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Restated Certificate of Incorporation of the Company, as amended, the By-laws of the Company, as amended, the Plan, records of relevant corporate proceedings with respect to the offering of the Shares and such other documents, instruments and corporate records as we have deemed necessary or appropriate for the expression of the opinions contained herein. We also have examined the Company's Registration Statement on Form S-8 dated September 12, 2000 (the "Registration Statement"), to be filed with the Securities and Exchange Commission with respect to the Shares.

We have assumed the authenticity and completeness of all records, certificates and other instruments submitted to us as originals, the conformity to original documents of all records, certificates and other instruments submitted to us as copies, the authenticity and completeness of the originals of those records, certificates and other instruments submitted to us as copies and the correctness of all statements of fact contained in all records, certificates and other instruments that we have examined.

Based on the foregoing, and having regard for such legal considerations as we have deemed relevant, we are of the opinion that the Shares have been duly and validly authorized for issuance and, when issued in accordance with the terms of the Plan, will be duly and validly issued, fully paid and nonassessable.

The opinions expressed herein relate solely to, are based solely upon and are limited exclusively to the General Corporation Law of the State of Delaware and the federal laws of the United States of America, to the extent applicable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ FULBRIGHT & JAWORSKI L.L.P.
Fulbright & Jaworski L.L.P.

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Quanex Corporation on Form S-8 of our report dated November 19, 1999, appearing in the Annual Report on Form 10-K of Quanex Corporation for the year ended October 31, 1999.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas
September 11, 2000