

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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 23, 2006**

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**

(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))

Item 2.02 Results of Operations and Financial Condition

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 23, 2006, Quanex Corporation issued a press release (the "Earnings Press Release") reporting its earnings results for the first quarter of 2006. The foregoing is qualified by reference to the Earnings Press Release which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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 23, 2006, Quanex Corporation (the "Company") issued a press release (the "Dividend Press Release") announcing that its Board of Directors raised the Company's common stock cash dividend. The Company also announced that in a separate action the Board of Directors declared a three for two stock split, to be issued in the form of a 50% stock dividend. The foregoing is qualified by reference to the Dividend Press Release which is filed as Exhibit 99.2 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 23, 2006 announcing the Company's first quarter 2006 earnings results

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

(Registrant)

February 23, 2006

/s/ **RAYMOND A. JEAN**

(Date)

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

Exhibit Index

- 99.1 Press release dated February 23, 2006 announcing the Company's first quarter 2006 earnings results
- 99.2 Press release dated February 23, 2006 announcing the Company's cash dividend increase and stock split in the form of a stock dividend

Quanex Fiscal First Quarter 2006 Results

Building Products Segment Posts Record 1st Qtr Sales and Operating Income

HOUSTON, Feb. 23, 2006 (PRIMEZONE) -- Quanex Corporation (NYSE:NX) today reported fiscal first quarter results for the period ending January 31, 2006. Net sales were \$444.6 million compared to \$465.2 million a year ago, and income from continuing operations was \$33.5 million versus \$33.9 million in the year-ago period. Diluted earnings per share from continuing operations were \$1.27 compared to \$1.32 in the first quarter last year. Diluted earnings per share were \$1.25 versus \$1.10 in the year-ago quarter. The latest 12 month return on invested capital was 20.3% compared to 11.5% a year ago.

First Quarter Highlights

- Net sales at the Building Products segment were a first quarter record \$225.8 million compared to \$195.6 million in the year-ago quarter; the Vehicular Products segment reported \$218.8 million versus \$269.6 million a year ago.
- Building Products operating income was a first quarter record \$26.7 million compared to \$22.1 million in the year-ago quarter; the Vehicular Products segment reported \$33.2 million versus \$44.6 million a year ago.
- Cash provided by operating activities and capital expenditures were \$38.8 million and \$21.4 million, respectively, compared to \$10.4 million and \$8.7 million, respectively, in the year-ago quarter.
- Net sales for the quarter at Mikron Industries were up 34% from the comparable period last year; earnings for Mikron were \$0.07 per diluted share after interest expense.
- MACSTEEL successfully completed its 2006 pricing contracts.
- Total debt less cash to capitalization was 10.0% compared to 33.2% in the year-ago quarter.
- 354,500 shares of common stock were repurchased at an average price of \$50.51.
- Company began expensing stock options which amounted to \$0.02 per diluted share.
- Temroc Metals was sold.

Selected Financial Information

First Quarter Financials

(\$ in millions, except per share data)

	1st qtr 2006	1st qtr 2005	inc/(dcr)
	-----	-----	-----
Net Sales	\$444.6	\$465.2	(4%)
Operating Income	54.2	59.4	(9%)
Income from Continuing Ops.	33.5	33.9	(1%)
EPS: Basic Earnings from Continuing Ops.	\$1.33	\$1.36	(2%)
EPS: Diluted Earnings from Continuing Ops.	\$1.27	\$1.32	(4%)
EPS: Diluted Earnings	\$1.25	\$1.10	14%

Segment Commentary

VEHICULAR PRODUCTS (\$ in millions)

	1st qtr 2006	1st qtr 2005	inc/(dcr)
	-----	-----	-----
Net Sales	\$ 218.8	\$ 269.6	(19%)
Operating Income	\$ 33.2	\$ 44.6	(26%)

The Vehicular Products segment is focused on providing customers with engineered steel bar products and value added services. Key market drivers are light vehicle builds (approx. 65% of segment sales) and heavy duty truck builds (approx. 15% of segment sales).

"Segment demand was off compared to the allocation environment we experienced in the year-ago quarter, and consequently, steel bar tons shipped were down about 12%," said Raymond A. Jean, chairman and chief executive officer. "However, our monthly shipped tons improved throughout the quarter, with January's tons within 7% of January 2005. Our customers' inventories are at relatively normalized levels following very heavy buying this time last year, and light vehicle builds in our first quarter were up 3% from the year-ago period. Lower material costs and a favorable product mix resulted in a slightly higher spread per ton in the segment. The order backlog continues to improve and we expect second quarter bar shipments to be essentially in-line with the year-ago level" continued Jean.

BUILDING PRODUCTS (\$ in millions)

	1st qtr 2006	1st qtr 2005	inc/(dcr)
	-----	-----	-----
Net Sales	\$ 225.8	\$ 195.6	15%
Operating Income	\$ 26.7	\$ 22.1	21%

The Building Products segment is focused on providing window and door OEM customers with engineered products and components, and is also a leading provider of common alloy aluminum sheet. Key market drivers are housing starts (approx. 50% of segment sales) and remodeling activity (approx. 50% of segment sales).

"Overall housing and remodeling activity was seasonally strong during the quarter, in part, due to mild weather conditions across the Midwest and Northeast. Annualized housing starts held firm at the 2 million mark. Customer orders for our window and door components business products remained steady throughout the quarter and exceeded our expectations. Our Nichols Aluminum business had a 19% drop in pounds shipped during the quarter as we continued to experience the effects of customer destocking; however, pounds shipped in January rebounded nicely, to within 8% of last year, and our customer backlog continues to improve. Our spread per pound improved 9% from a year ago, the result of higher sheet prices, relatively low scrap costs, and a better mix of painted sheet sales," said Jean.

Cash Flow

"Cash provided by operating activities in the quarter remained excellent at \$38.8 million, a 273% improvement over the year-ago period, while our quarter ended total debt less cash to capitalization was 10%. During the quarter, we repurchased some 354,000 shares of our common stock at an average price of \$50.51, and we will continue to make purchases at appropriate times as a means to return value to our shareholders," continued Jean.

Outlook

Overall demand in the Company's two target markets continues to improve compared to the second half of fiscal 2005 and is bolstered by a healthy economy and historically favorable interest rates. In the Vehicular Products segment, business activity is expected to continue to improve, and bar shipments in 2006 are expected to approach 2005 levels, in part, on the strength of new programs. Light vehicle builds in calendar year 2006 are expected to remain strong at an estimated 15.6 million builds, essentially flat to 2005, while heavy truck builds should remain robust at some 340,000 units as producers attempt to sell ahead of new 2007 EPA mandated engine emission requirements. The segment's steel scrap costs are expected to continue to fluctuate during the year and the segment's scrap surcharge mechanism should maintain margin rates over time.

In the Company's Building Products segment, housing starts in 2006 are expected to slow modestly from 2005's record starts, while remodeling and replacement activity are expected to remain very strong. At the segment's window and door components business, overall order activity is seasonally strong, and the outlook for the year remains excellent. It is estimated that their fast growing vinyl window profile demand will drive the business's top line growth by some 15% over last year. At the segment's Nichols Aluminum business, demand continues to rebound. London Metal Exchange (LME) aluminum ingot prices have risen to high levels, while aluminum scrap cost increases have been more modest, improving Nichol's spread.

Taken together, the fiscal 2006 sales and earnings outlook for the Company remains very favorable. Accordingly, for its second quarter and full year, Quanex expects to report diluted earnings per share from continuing operations within a range of \$1.30 to \$1.40 and \$5.40 to \$5.80, respectively.

Other

On January 26, 2005, the Company irrevocably elected, pursuant to the indenture governing its 2.50% convertible senior debentures due 2034, to settle the principal amount of the debentures in cash while the premium amount of the debentures may be settled in any combination of cash and common stock when they become convertible and are surrendered by the holders thereof. Allowing for this election and using an average stock closing price of \$55.92 for its first quarter, the Company's diluted earnings per share from continuing operations were reduced by \$0.03.

Corporate Profile

Quanex Corporation is an industry-leading manufacturer of value-added, engineered materials and components serving the vehicular products and building products markets.

Financial Statistics as of 01/31/06

Book value per common share: \$26.76; Total debt to capitalization: 16.8%; Return on invested capital: 20.3%; Return on common equity: 26.1%; Actual number of common shares outstanding: 25,152,307.

Definitions

Book value per common share -- calculated as total stockholders' equity as of balance sheet date divided by actual number of common shares outstanding;

Total debt to capitalization -- calculated as the sum of both the current and long-term portion of debt, as of balance sheet date, divided by the sum of both the current and long-term portion of debt plus total stockholders' equity as of balance sheet date;

Return on invested capital -- calculated as the total of the prior 12 months net income plus prior 12 months after-tax interest expense and capitalized interest, the sum of which is divided by the trailing five quarters average total debt (current and long term) and total stockholders' equity;

Return on common equity -- calculated as the prior 12 months net income, divided by the trailing five quarters average common stockholders' equity.

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 additional information, visit the Company's website at www.quanex.com.

QUANEX CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)
(Unaudited)

	Three months ended January 31,	
	2006	2005
Net sales	\$ 444,569	\$ 465,202
Cost of sales	352,084	368,004
Selling, general and administrative expense	20,873	22,810
Depreciation and amortization	17,388	14,943
Operating income	54,224	59,445
Interest expense	(1,240)	(2,352)
Other, net	111	(1,917)
Income from continuing operations before taxes	53,095	55,176
Income tax expense	(19,645)	(21,245)
Income from continuing operations	33,450	33,931
Gain (loss) from discontinued operations, net of taxes	(425)	(5,696)
Net income	\$ 33,025	\$ 28,235
Basic earnings per common share:		
Earnings from continuing operations	\$ 1.33	\$ 1.36
Gain (loss) from discontinued operations	\$ (0.02)	\$ (0.23)
Basic earnings per share	\$ 1.31	\$ 1.13
Diluted earnings per common share:		
Earnings from continuing operations	\$ 1.27	\$ 1.32
Gain (loss) from discontinued operations	\$ (0.02)	\$ (0.22)

Diluted earnings per share	\$ 1.25	\$ 1.10
	-----	-----
Weighted average common shares outstanding:		
Basic	25,244	24,984
Diluted	26,710	25,770
Cash dividends per share	\$ 0.1550	\$ 0.1350

QUANEX CORPORATION
INDUSTRY SEGMENT INFORMATION
(In thousands)
(Unaudited)

	Three months ended January 31,	
	2006	2005
	-----	-----
Net sales:		
Vehicular Products	\$ 218,773	\$ 269,590
Building Products	225,796	195,612
	-----	-----
Net sales	\$ 444,569	\$ 465,202
	-----	-----
Operating income:		
Vehicular Products	\$ 33,249	\$ 44,552
Building Products	26,707	22,141
Corporate and Other	(5,732)	(7,248)
	-----	-----
Operating Income	\$ 54,224	\$ 59,445
	-----	-----

QUANEX CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

January 31,		October 31,	
2006	2005	2005	2004
-----	-----	-----	-----
\$ 54,762	\$ 28,191		
153,465	193,953		
149,298	140,776		
11,467	11,181		
8,388	4,804		
--	5,093		
377,380	383,998		
990,907	1,008,954		
(561,177)	(582,771)		
429,730	426,183		
196,348	183,593		
24,647	24,122		
80,591	88,463		
8,290	9,161		
--	22,050		
\$1,116,986	\$1,137,570		
=====	=====		
\$ 141,624	\$ 159,888		
58,550	54,312		

25,122	9,140	Income taxes payable	14,465	4,323
2,440	269	Current maturities of long-term debt	2,459	246
--	4,093	Current liabilities of discontinued operations	4,208	7,520
-----	-----		-----	-----
227,736	227,702	Total current liabilities	223,900	216,848
133,450	305,909	Long-term debt	133,462	128,680
7,410	6,710	Deferred pension credits	8,158	8,804
7,560	7,710	Deferred post- retirement welfare benefits	7,519	7,745
59,104	44,813	Deferred income taxes	58,836	53,514
6,046	8,966	Non-current environmental reserves	6,732	8,188
2,639	2,950	Other liabilities	2,742	2,828
--	2,729	Liabilities of discontinued operations	2,120	2,829
-----	-----		-----	-----
443,945	607,489	Total liabilities	443,469	429,436
673,041	530,081	Total stockholders' equity	656,742	500,707
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\$1,116,986	\$1,137,570	Total liabilities and stockholders' equity	\$1,100,211	\$ 930,143
=====	=====		=====	=====

QUANEX CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOW
(In thousands)
(Unaudited)

	Three months ended January 31,	
	2006	2005
	-----	-----
Operating activities:		
Net income	\$ 33,025	\$ 28,235
Loss from discontinued operations	425	5,696
	-----	-----
Net income from continuing operations	33,450	33,931
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	17,554	15,089
Deferred income taxes	1,950	--
Stock-based compensation	886	208
Deferred pension and postretirement benefits	(708)	(2,131)
	-----	-----
	53,132	47,097
Changes in assets and liabilities, net of effects from acquisitions and dispositions:		
Decrease (Increase) in accounts and notes receivable	(1,385)	(10,052)
Decrease (Increase) in inventory	(16,279)	(17,851)
Increase (Decrease) in accounts payable	12,471	(12,411)
Increase (Decrease) in accrued liabilities	(15,076)	(7,860)
Increase (Decrease) in income taxes payable	10,362	12,273
Other, net	(3,677)	(797)
Cash provided by (used for) operating activities from discontinued operations	(761)	16
	-----	-----
Cash provided by operating activities	38,787	10,415
Investment activities:		
Acquisitions , net of cash acquired	--	(197,376)
Proceeds from sale of discontinued operations	5,432	11,592
Capital expenditures, net of retirements	(21,405)	(8,734)
Other, net	--	(352)
Cash used for investment activities from discontinued operations	(14)	(262)
	-----	-----

Cash used for investment activities	(15,987)	(195,132)
Financing activities:		
Bank borrowings (repayments), net	(30)	170,077
Purchases of Quanex common stock	(17,906)	--
Common dividends paid	(3,964)	(3,473)
Issuance of common stock, net	4,217	4,438
Other, net	--	166
Cash used for financing activities from discontinued operations	(56)	(53)
	-----	-----
Cash provided by (used for) financing activities	(17,739)	171,155
	-----	-----
Effect of exchange rate changes on cash and equivalents	20	10
Increase (Decrease) in cash and equivalents	5,081	(13,552)
Beginning of period cash and equivalents	49,681	41,743
	-----	-----
End of period cash and equivalents	\$ 54,762	\$ 28,191
	=====	=====

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

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Quanex Increased Cash Dividend 16 Percent

Declared 3 for 2 Stock Split in the Form of a Stock Dividend

HOUSTON, Feb. 23, 2006 (PRIMEZONE) -- Quanex Corporation (NYSE:NX) today announced that its Board of Directors raised the Company's common stock cash dividend by 16%, or \$0.10 per share, on an annualized basis. In a separate action, the Board declared a three for two stock split in the form of a 50% stock dividend (the "stock dividend").

"Quanex's stock split, and the increase in our cash dividend are appropriate actions by the Company's Board of Directors given our outstanding financial results, high stock price and very favorable business outlook," stated Raymond A. Jean, chairman and chief executive officer.

The increase in the quarterly cash dividend to \$0.18 is prior to giving effect to the 50% stock dividend. This amount is the equivalent of \$0.12 after giving effect to the 50% stock dividend. Both the cash dividend and the stock dividend are effective to shareholders of record on March 15, 2006. Both dividends, along with such cash payments in lieu of fractional shares as may be necessary, will be paid on March 31, 2006.

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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.

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