

Goodman Global Inc
Form 4
April 12, 2006

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Goodman John

(Last) (First) (Middle)

C/O GOODMAN GLOBAL,
INC., 2550 NORTH LOOP WEST,
SUITE 400

(Street)

HOUSTON, TX 77092

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Goodman Global Inc [GGL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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

1. 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 Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/11/2006		S		40,114	D	\$ 16.947	260,520	I	See Footnote <u>(1)</u>
Common Stock	04/11/2006		S		1	D	\$ 18	260,519	I	See Footnote <u>(1)</u>
Common Stock	04/11/2006		S		53,486	D	\$ 16.947	347,359	I	See Footnote <u>(2)</u>
Common	04/11/2006		S		1	D	\$ 18	347,358	I	See

Edgar Filing: Goodman Global Inc - Form 4

Stock								Footnote (2)
Common Stock	04/11/2006	S	40,114	D	\$ 16.947	260,520	I	See Footnote (3)
Common Stock	04/11/2006	S	1	D	\$ 18	260,519	I	See Footnote (3)
9.5% Series A Preferred Stock	04/11/2006	S	1,413.6126	D	\$ 1,000 (4)	0	I	See Footnote (1)
9.5% Series A Preferred Stock	04/11/2006	S	1,884.8168	D	\$ 1,000 (5)	0	I	See Footnote (2)
9.5% Series A Preferred Stock	04/11/2006	S	1,413.6126	D	\$ 1,000 (6)	0	I	See Footnote (3)

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

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 control number.

SEC 1474
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Goodman John C/O GOODMAN GLOBAL, INC. 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092	X			

Signatures

/s/ Ben D. Campbell, as attorney in fact for John B.
Goodman

04/12/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Includes shares of common stock and shares of preferred stock held by the John Bailey Goodman 1984 Grantor Trust of which the Reporting Person is co-trustee and beneficiary.

(2) Includes shares of common stock and shares of preferred stock held by the Betsy Goodman Abell 1984 Grantor Trust of which the Reporting Person is co-trustee.

(3) Includes shares of common stock and shares of preferred stock held by the Meg Goodman Daniel 1984 Grantor Trust of which the Reporting Person is co-trustee.

(4) In connection with the closing of the Issuer's initial public offering of common stock, all shares of preferred stock were redeemed at a liquidation preference of \$1,000 per share. At the time of redemption, there were also accrued and unpaid dividends of \$186,001.81 on the preferred stock held by the John Bailey Goodman 1984 Grantor Trust, which was paid to the John Bailey Goodman 1984 Grantor Trust on the closing date of the Issuer's initial public offering of common stock.

(5) In connection with the closing of the Issuer's initial public offering of common stock, all shares of preferred stock were redeemed at a liquidation preference of \$1,000 per share. At the time of redemption, there were also accrued and unpaid dividends of \$248,002.41 on the preferred stock held by the Betsy Goodman Abell 1984 Grantor Trust, which was paid to the Betsy Goodman Abell 1984 Grantor Trust on the closing date of the Issuer's initial public offering of common stock.

(6) In connection with the closing of the Issuer's initial public offering of common stock, all shares of preferred stock were redeemed at a liquidation preference of \$1,000 per share. At the time of redemption, there were also accrued and unpaid dividends of \$186,001.81 on the preferred stock held by the Meg Goodman Daniel 1984 Grantor Trust, which was paid to the Meg Goodman Daniel 1984 Grantor Trust on the closing date of the Issuer's initial public offering of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.