

Toppe Ardee D
Form 3
May 01, 2006

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Toppe Ardee D

(Last) (First) (Middle)

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

(Street)

HOUSTON,Â TXÂ 77092

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/21/2006

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

VP and Pres and GM, Quietflex

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

4,009

D Â

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

Edgar Filing: Toppe Ardee D - Form 3

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option: right to buy	Â <u>(1)</u>	03/01/2015	Common Stock	22,741	\$ 5.28	D	Â
Non-Qualified Stock Option: right to buy	Â <u>(2)</u>	12/29/2015	Common Stock	15,160	\$ 14.52	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Toppe Ardee D C/O GOODMAN GLOBAL, INC. 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092	Â	Â	Â VP and Pres and GM, Quietflex		Â

Signatures

/s/ Ardee D.
Toppe

04/28/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- 32.5% of the shares subject to these options are fully vested and exercisable. 12.5% of the shares will vest annually for the next three years beginning on December 31, 2006, such that 37.5% will be fully vested on December 31, 2008. 10% of the shares will vest annually
- (1) for the next three years beginning on December 31, 2006 to the extent the Issuer achieves certain annual performance measures, such that 30% will be fully vested on December 31, 2008, and if the Issuer does not achieve such performance measures, such shares will become fully vested on December 23, 2012.
 - (2) 25% of the shares subject to these options will vest annually for the next four years beginning on December 22, 2006, such that 100% will be fully vested on December 22, 2009.

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.