Alexander Peter Form 4 February 15, 2008

Check this box

if no longer

subject to

Section 16.

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

**OMB APPROVAL** OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person \* Alexander Peter

(First)

(Middle)

C/O GOODMAN GLOBAL, INC., 5151 SAN FELIPE, SUITE 500

(Street)

(State)

HOUSTON, TX 77056

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Goodman Global Inc [GGL]

3. Date of Earliest Transaction (Month/Day/Year) 02/13/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X\_ Officer (give title below) below)

SVP, Independent Distribution

(D) or

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Beneficially

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

1.Title of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect

(Instr. 3, 4 and 5)

(Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Price Amount (D) Code V See Common 02/13/2008 D 12,183 D Ι Footnote 25.6 Stock

Code

(2) See Common 0 Ι 02/13/2008 D 42,969 Footnote D (1)Stock

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

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SEC 1474 (9-02)

(2)

Beneficial

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#### number.

### 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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-qualified Stock Option (right to buy)	\$ 5.28	02/13/2008		D	77,160	(3)	12/23/2014	Common Stock	77,1
Non-qualified Stock Option (right to buy)	\$ 14.52	02/13/2008		D	15,160	<u>(4)</u>	12/29/2015	Common Stock	15,1
Non-qualified Stock Option (right to buy)	\$ 19.16	02/13/2008		D	17,500	(5)	05/07/2017	Common Stock	17,5

# **Reporting Owners**

Reporting Owner Name / Address			Relationships	
	D: 4	1007	O.C.	

Other Director 10% Owner Officer

Alexander Peter

C/O GOODMAN GLOBAL, INC.

SVP, Independent Distribution 5151 SAN FELIPE, SUITE 500

HOUSTON, TX 77056

# **Signatures**

/s/ Sean Bunk as attorney-in-fact-for Peter 02/15/2008 Alexander

> \*\*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).
- 42,969 shares of Issuer's common stock were rolled into equity securities of a private acquirer equal to a contribution value of **(1)** approximately \$1,100,006.
- By P.H. Alexander Investments, LTD., a limited partnership of which the reporting person is the sole general partner and of which the reporting person and family members of the reporting person are the limited partners.

Reporting Owners 2

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- (3) This option, which provided for a combination of performance and time vesting beginning on 12/31/05, was canceled in the merger for a cash payment of \$1,567,891.20, the difference between the exercise price of the option and the merger consideration (\$25.60).
- (4) This option, which provided for vesting in 4 equal installments beginning 12/22/2006, was canceled in the merger for a cash payment of \$167,972.80, the difference between the exercise price of the option and the merger consideration (\$25.60).
- (5) This option, which provided for vesting in 4 equal installments beginning 12/31/2007, was canceled in the merger for a cash payment of \$112,700, the difference between the exercise price of the option and the merger consideration (\$25.60).

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.