CARROLL CHARLES

Form 4

February 15, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * CARROLL CHARLES			2. Issuer Name and Ticker or Trading Symbol Goodman Global Inc [GGL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O GOODN INC., 5151 S 500			(Month/Day/Year) 02/13/2008	X Director 10% Owner X Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
HOUSTON,	TX 77056		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acc	quired. Disposed of, or Beneficially Owned		

` •	, ,	` 1' I abi	e 1 - Non-L	erivative Se	ecuriu	es Acqu	iirea, Disposea oi	, or Beneficial	y Ownea
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. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(IIIstr. +)
Common Stock	02/13/2008		D	508,611	D	\$ 25.6	0	D	
Common Stock	02/13/2008		D	390,625	D	(1)	0	D	

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

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Sec
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	P N
Non-Qualified Stock Option (right to buy)	\$ 5.28	02/13/2008		D	1,350,294	(2)	12/23/2014	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 14.52	02/13/2008		D	75,803	(3)	12/29/2015	Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 19.16	02/13/2008		D	200,000	<u>(4)</u>	05/07/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARROLL CHARLES C/O GOODMAN GLOBAL, INC. 5151 SAN FELIPE, SUITE 500 HOUSTON, TX 77056	X		President and CEO				

Signatures

/s/ Sean Bunk as attorney-in-fact for charles carroll 02/15/2008

**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) 390,625 shares of the Issuer's common stock were rolled into equity securities of a private acquirer with a contribution value of approximately \$10,000,000.
- (2) 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 \$27,437,974, the difference between the exercise price of the option and the merger consideration (\$25.60).
- (3) This option, which provided for vesting in 4 equal installments beginning 12/22/2006, was canceled in the merger for a cash payment of of \$839,897.24, 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 12/31/2007, was canceled in the merger for a cash payment of of \$1,288,000, 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.

Reporting Owners 2

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