

Goodman Global Inc
Form 4
April 12, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Frio Holdings LLC

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)
TWO MANHATTANVILLE ROAD

(Street)

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

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

PURCHASE, NY 10577

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

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/11/2006		S		4,356,076	D	\$ 16.947
Common Stock	04/11/2006		S		38	D	\$ 18
9.5% Series A Preferred Stock	04/11/2006		S		153,505.2294	D	\$ 1,000 (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

SEC 1474 (9-02)

displays a currently valid OMB control 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. 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. Number of Derivative Securities Owned Beneficially (Instr. 5)
				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
Frio Holdings LLC TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO INVESTMENT FUND V LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO OVERSEAS PARTNERS V LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO NETHERLANDS PARTNERS V A LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO NETHERLANDS PARTNERS V B LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO MANAGEMENT V LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO ADVISORS V LP TWO MANHATTANVILLE ROAD, PURCHASE, NY 10577		X		

Signatures

/s/ Patricia M. Navis, Vice President of AIF V Management, Inc., General Partner of Apollo Management V, L.P., Manager of Frio Holdings LLC	04/12/2006
__Signature of Reporting Person	Date
/s/ Patricia M. Navis, Vice President of Apollo Capital Management V, Inc., General Partner of Apollo Advisors V, L.P., General Partner of Apollo Investment Fund V, L.P.	04/12/2006
__Signature of Reporting Person	Date
/s/ Patricia M. Navis, Vice President of Apollo Capital Management V, Inc., General Partner of Apollo Advisors V, L.P., Managing Partner of Apollo Overseas Partners V, L.P.	04/12/2006
__Signature of Reporting Person	Date
/s/ Patricia M. Navis, Vice President of Apollo Capital Management V, Inc., General Partner of Apollo Advisors V, L.P., Managing Partner of Apollo Netherlands Partners V(A), L.P.	04/12/2006
__Signature of Reporting Person	Date
/s/ Patricia M. Navis, Vice President of Apollo Capital Management V, Inc., General Partner of Apollo Advisors V, L.P., Managing Partner of Apollo Netherlands Partners V(B), L.P.	04/12/2006
__Signature of Reporting Person	Date
/s/ Patricia M. Navis, Vice President of AIF V Management, Inc., General Partner of Apollo Management V, L.P.	04/12/2006
__Signature of Reporting Person	Date
/s/ Patricia M. Navis, Vice President of Apollo Capital Management V, Inc., General Partner of Apollo Advisors V, L.P.	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).

The shares of common stock of Goodman Global, Inc. (the "Issuer") reported as beneficially owned in the above table are owned of record by Frio Holdings LLC, a Delaware limited liability company ("Frio"). The members of Frio are Apollo Investment Fund V, L.P., Apollo Overseas Partners V, L.P., Apollo Netherlands Partners V(A), L.P. and Apollo Netherlands Partners V(B), L.P. (collectively, the (1) "Apollo Funds"). Apollo Management V, L.P. ("Management V") serves as the manager of Frio and of each of the Apollo Funds. Apollo Advisors V, L.P. ("Advisors V") serves as the general partner or managing general partner of each of the Apollo Funds. As manager, or general partner or managing general partner, respectively, Management V and Advisors V may be deemed to have voting and investment control over the shares held by Frio and may be deemed the beneficial owner of such shares. (Continue in Footnote 2)

AIF V Management, Inc. ("AIF V") is the general partner of Management V and Apollo Capital Management V, Inc. ("ACM V") is the general partner of Advisors V. Each of the Apollo Funds, Management V, Advisors V, AIF V, ACM V, and Messrs. Leon Black and John Hannan, the executive officers and directors of AIF V and ACM V, disclaim ownership of all shares reported herein in excess of their (2) pecuniary interests, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

In connection with the closing of the Issuer's initial public offering of common stock, all shares of preferred stock were redeemed at a (3) liquidation preference of \$1,000 per share. At the time of redemption, there were also accrued and unpaid dividends of \$20,198,073 on the preferred stock held by Frio Holdings LLC, which was paid to Frio Holdings LLC on the closing 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.