

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 *
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 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 (1)
Common Stock	04/11/2006		S		1	D	\$ 18
							260,519
						I	See Footnote (1)
Common Stock	04/11/2006		S		53,486	D	\$ 16.947
							347,359
						I	See Footnote (2)
Common	04/11/2006		S		1	D	\$ 18
							347,358
						I	See

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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.

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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 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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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.

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