

Goodman Global Inc
 Form 3
 April 05, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * SMITH TERRANCE M (Last) (First) (Middle) C/O GOODMAN GLOBAL, INC., 2550 NORTH LOOP WEST, SUITE 400 (Street) HOUSTON, TX 77092 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/05/2006	3. Issuer Name and Ticker or Trading Symbol Goodman Global Inc [GGL]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior VP and CIO	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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	39,969 ⁽¹⁾	D	Â
9.5% Series A Preferred Stock ⁽²⁾	187.9426	D	Â

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

SEC 1473 (7-02)

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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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Non-Qualified Stock Option: right to buy	Â (3)	12/23/2014	Common Stock	77,160 (1)	\$ 5.28 (1)	D	Â
Non-Qualified Stock Option: right to buy	Â (4)	12/29/2015	Common Stock	15,160 (1)	\$ 14.52 (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH TERRANCE M C/O GOODMAN GLOBAL, INC. 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092	Â	Â	Â Senior VP and CIO	Â

Signatures

/s/ Ben D. Campbell as attorney-in-fact for Terrance M. Smith 04/05/2006

__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).
- (1) Reflects the 7.580345-for-1 stock split to be effected in connection with the Issuer's initial public offering of its common stock.
- (2) The Issuer intends to use part of the proceeds from the initial public offering of its common stock to redeem all of the shares of preferred stock.
22.5% of the shares subject to these options are fully vested and exercisable. An additional 10% of the shares subject to these options will become fully vested upon consummation of the Issuer's initial public offering of its common stock. 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 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.
- (4) 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.