

APOLLO NETHERLANDS PARTNERS V A LP
 Form 4
 February 15, 2008

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

(Last) (First) (Middle)

TWO MANHATTANVILLE
 ROAD, SUITE 203

(Street)

PURCHASE, NY 10577

(City) (State) (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 ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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

___ Form filed by One Reporting Person
 ___X___ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/13/2008 | | S | | 28,289,964 | D | \$ 25.6 |
| | | | | | 0 | I | |

See footnote (1)

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Following Reporting 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 |
| Frio Holdings LLC TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO INVESTMENT FUND V LP TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO OVERSEAS PARTNERS V LP TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO NETHERLANDS PARTNERS V A LP TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO NETHERLANDS PARTNERS V B LP TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO GERMAN PARTNERS V GMBH & CO KG TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO MANAGEMENT V LP TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| APOLLO ADVISORS V LP TWO MANHATTANVILLE ROAD, SUITE 203 PURCHASE, NY 10577 | | X | | |
| AIF V Management, LLC TWO MANHATTANVILLE ROAD, SUITE 203 | | X | | |

PURCHASE, NY 10577

Apollo Management, L.P.

TWO MANHATTANVILLE ROAD, SUITE 203

X

PURCHASE, NY 10577

Signatures

[see signatures attached as Exhibit
99.2]

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) See Exhibit 99.1.

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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