Goodman Global Inc Form 3 April 05, 2006

## FORM 3

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response...
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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Goodman Global Inc [GGL] Dolan Mark (Month/Day/Year) 04/05/2006 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O GOODMAN GLOBAL. (Check all applicable) INC., 2550 NORTH LOOP WEST, SUITE 400 10% Owner Director \_X\_\_ Officer (Street) Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) VP Corp. Controller, Treasurer \_X\_ Form filed by One Reporting Person HOUSTON. TXÂ 77092 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) 20,042 (1) Â Common Stock D Â 9.5% Series A Preferred Stock (2) 94.2408 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

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

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and Generation Date Expiration Date (Month/Day/Year)
3. Title and Amount of Expiration Date Generation Date (Month/Day/Year)
4. 5. 6. Nature of Indirect Conversion Ownership or Exercise Form of 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	(3)	04/08/2015	Common Stock	15,160 <u>(1)</u>	\$ 5.28 (1)	D	Â
Non-Qualified Stock Option: right to buy	(4)	12/29/2015	Common Stock	15,160 (1)	\$ 14.52 <u>(1)</u>	D	Â

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Dolan Mark					
C/O GOODMAN GLOBAL, INC.	â	â	VP Corp. Controller, Treasurer	â	
2550 NORTH LOOP WEST, SUITE 400	А	А	A VP Corp. Controller, Treasurer	A	
HOUSTON, TX 77092					

## **Signatures**

/s/ Ben D. Campbell as attorney-in-fact for Mark M.
Dolan

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.

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