

Toppe Ardee D
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 *
Toppe Ardee D

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)
C/O GOODMAN GLOBAL,
INC., 5151 SAN FELIPE, SUITE
500

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Pres and GM, Quietflex

(Street)
HOUSTON, TX 77056

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 02/13/2008 | | D | 4,009 D \$ 0 | | D | |
| Common Stock | 02/13/2008 | | D | 1,000 D \$ 25.6 0 | | D | |

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

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(9-02)

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Options (right to buy) | \$ 5.28 | 02/13/2008 | | D | 10,272 | <u>(2)</u> 03/01/2015 | Common Stock | 10,272 |
| Non-Qualified Stock Options (right to buy) | \$ 5.28 | 02/13/2008 | | D | 12,469 | <u>(3)</u> 03/01/2015 | Common Stock | 12,469 |
| Non-Qualified Stock Options (right to buy) | \$ 14.52 | 02/13/2008 | | D | 15,160 | <u>(4)</u> 12/29/2015 | Common Stock | 15,160 |
| Non-Qualified Stock Options (right to buy) | \$ 19.16 | 02/13/2008 | | D | 13,000 | <u>(5)</u> 05/07/2017 | Common Stock | 13,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Toppe Ardee D C/O GOODMAN GLOBAL, INC. 5151 SAN FELIPE, SUITE 500 HOUSTON, TX 77056 | | | VP and Pres and GM, Quietflex | |

Signatures

/s/ Sean Bunk as attorney-in-fact for Ardee D Toppe
Date: 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) 4,009 shares of Issuer's common stock were rolled into equity securities of a private acquirer equal to a contribution value of approximately \$102,630.40.
- (2)

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This option, which provided for a combination of performance and time vesting beginning on 12/31/05, was canceled in the merger for a cash payment of \$208,727.04, the difference between the exercise price of the option and the merger consideration (\$25.60).

- (3) This option, which provided for a combination of performance and time vesting beginning on 12/31/05, was rolled in equity securities of a private acquirer equal to a contribution value of approximately \$253,370.08.
- (4) This option, which provided for vesting in 4 equal installments beginning 12/22/2006, was canceled in the merger for a cash payment of \$167,972.80, the difference between the exercise price of the option and the merger consideration (\$25.60).
- (5) This option, which provided for vesting in 4 equal installments beginning 12/31/2007, was canceled in the merger for a cash payment of \$83,720, the difference between the exercise price of the option and the merger consideration (\$25.60).

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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