

Clark Gary L
 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 *
 Clark Gary L

(Last) (First) (Middle)

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

(Street)

HOUSTON, TX 77056

(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 ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior VP, Marketing

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 02/13/2008 | | D | 66,069 D 11 0 | | D | |

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)

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Non-Qualified Stock Option (right to buy) | \$ 5.28 | 02/13/2008 | | D | 3,575 | (2) | 12/23/2014 | Common Stock | 3 |
| Non-Qualified Stock Option (right to buy) | \$ 5.28 | 02/13/2008 | | D | 150,745 | (3) | 12/23/2014 | Common Stock | 15 |
| Non-Qualified Stock Option (right to buy) | \$ 14.52 | 02/13/2008 | | D | 22,741 | (4) | 12/29/2015 | Common Stock | 22 |
| Non-Qualified Stock Option (right to buy) | \$ 19.16 | 02/13/2008 | | D | 17,500 | (5) | 05/07/2017 | Common Stock | 17 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Gary L C/O GOODMAN GLOBAL, INC. 5151 SAN FELIPE, SUITE 500 HOUSTON, TX 77056 | | | Senior VP, Marketing | |

Signatures

/s/ Sean Bunk as attorney-in-fact for Gary L Clark 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) 66,069 shares of the Issuer's common stock were rolled into equity securities of a private acquirer with a contribution value of approximately \$1,691,366.40.
 - (2) 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 \$72,644.
 - (3) 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 \$3,063,138.40, the difference between the exercise price of the option and the merger consideration (\$25.60).
 - (4)

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This option, which provided for vesting in 4 equal installments beginning 12/22/2006, was canceled in the merger for a cash payment of of \$251,970.28, 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 of \$112,700, 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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