

Blackburn Lawrence
Form 4
April 13, 2006

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 *
Blackburn Lawrence

(Last) (First) (Middle)

C/O GOODMAN GLOBAL,
INC., 2550 NORTH LOOP WEST,
SUITE 400

(Street)

HOUSTON, TX 77092

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Goodman Global Inc [GGL]

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2006

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)
Executive VP and CFO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| 9.5% Series A Preferred Stock | 04/11/2006 | | D | | 1,460.2637 | D | \$ 1,000 ⁽¹⁾ 0 |
| Common Stock | 04/11/2006 | | P | | 1,300 | A | \$ 18 1,300 |
| Common Stock | 04/11/2006 | | P | | 1,300 | A | \$ 18 1,300 |

See Footnote (2) (3)

See Footnote (3) (4)

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------|-------|---|----------------------|
| Common Stock | 04/11/2006 | P | 1,300 | A | \$ 18 | 1,300 | I | See Footnote (3) (5) |
| Common Stock | 04/11/2006 | P | 1,300 | A | \$ 18 | 1,300 | I | See Footnote (3) (6) |

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number. SEC 1474 (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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackburn Lawrence C/O GOODMAN GLOBAL, INC. 2550 NORTH LOOP WEST, SUITE 400 HOUSTON, TX 77092 | | | Executive VP and CFO | |

Signatures

/s/ Ben Campbell, as attorney in fact for Lawrence M. Blackburn
 Date: 04/13/2006
 **Signature of Reporting Person

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).

- In connection with the closing of the Issuer's initial public offering of common stock, all shares of preferred stock were redeemed at a liquidation preference of \$1,000 per share. At the time of redemption, there were also accrued and unpaid dividends of \$192,140.11 on the preferred stock held by the Reporting Person, which was paid to the Reporting Person on the closing date of the Issuer's initial public offering of common stock.
- (1) Includes shares of common stock held by the Baily B. Eaton 2006 Trust of which a family member of the Reporting Person is trustee.
The Reporting Person disclaims ownership of all shares reported herein in excess of his pecuniary interests, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (2) Includes shares of common stock held by the Brendan M. Blackburn 2006 Trust of which a family member of the Reporting Person is trustee.
 - (3) Includes shares of common stock held by the Lauren E. Sperry 2006 Trust of which a family member of the Reporting Person is trustee.
 - (4) Includes shares of common stock held by the Scott M. Blackburn 2006 Trust of which a family member of the Reporting Person is trustee.
 - (5)
 - (6)

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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