

Goodman Global Inc
Form SC 13D/A
February 15, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

13d-2(a)

(Amendment No. 3)

GOODMAN GLOBAL, INC.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

38239A100

(CUSIP Number)

Edgar Filing: Goodman Global Inc - Form SC 13D/A

John Keffer, Esq.

King & Spalding LLP

1100 Louisiana, Suite 4000

Houston, Texas 77002

(713) 751 - 3200

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 31, 2007

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

JOHN BAILEY GOODMAN 1984 GRANTOR TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER
NUMBER OF

SHARES

8 SHARED VOTING POWER
BENEFICIALLY 0

OWNED BY

9 SOLE DISPOSITIVE POWER
EACH

REPORTING

10 SHARED DISPOSITIVE POWER
PERSON 0

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

MEG GOODMAN DANIEL 1984 GRANTOR TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH

REPORTING 10 0 SHARED DISPOSITIVE POWER
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

BETSY GOODMAN ABELL 1984 GRANTOR TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 0 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

HAROLD G. GOODMAN 1984 GRANTOR TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH

REPORTING 10 0 SHARED DISPOSITIVE POWER
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

BAILEY QUIN DANIEL 1991 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH

REPORTING 10 0 SHARED DISPOSITIVE POWER
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

LUCY HUGHES ABELL 1991 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH

REPORTING 10 0 SHARED DISPOSITIVE POWER
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

SAM HOUSTON VITERBO ABELL 1991 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 0 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

HARRIETT ELIZABETH GOODMAN 1991 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 0 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

JOHN BAILEY GOODMAN, JR. 1991 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

7 SOLE VOTING POWER
NUMBER OF

SHARES

8 SHARED VOTING POWER
BENEFICIALLY 0

OWNED BY

9 SOLE DISPOSITIVE POWER
EACH

REPORTING

10 SHARED DISPOSITIVE POWER
PERSON 0

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

HUTTON GREGORY GOODMAN 1994 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER
SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY 9 SOLE DISPOSITIVE POWER
EACH

REPORTING 10 0 SHARED DISPOSITIVE POWER
PERSON WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

HANNAH JANE GOODMAN 1994 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 0 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

MARY JANE GOODMAN 1994 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0
8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

0
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION OF ABOVE PERSON

HAROLD VITERBO GOODMAN II 1994 TRUST

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) ..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 8 0 SHARED VOTING POWER

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

PERSON 10 0 SHARED DISPOSITIVE POWER

WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 38239A100**13D****Page 15 of 17**

This Amendment No. 3 to Schedule 13D (Amendment No. 3) is filed jointly by (i) John Bailey Goodman 1984 Grantor Trust, (ii) Meg Goodman Daniel 1984 Grantor Trust, (iii) Betsy Goodman Abell 1984 Grantor Trust, (iv) Harold G. Goodman 1984 Grantor Trust, (v) Bailey Quin Daniel 1991 Trust, (vi) Lucy Hughes Abell 1991 Trust, (vii) Sam Houston Viterbo Abell 1991 Trust, (viii) Harriett Elizabeth Goodman 1991 Trust, (ix) John Bailey Goodman, Jr. 1991 Trust, (x) Hutton Gregory Goodman 1994 Trust, (xi) Hannah Jane Goodman 1994 Trust, (xii) Mary Jane Goodman 1994 Trust and (xiii) Harold Viterbo Goodman II 1994 Trust, relating to the shares of common stock, par value \$0.01 (the Common Stock), of Goodman Global, Inc. (the Issuer). Such persons are referred to herein collectively as the Reporting Persons. Amendment No. 3 supplements and amends Amendment No. 2 filed on November 2, 2007 (Amendment No. 2). Amendment No. 2 supplemented and amended the Schedule 13D filed by Reporting Persons on May 10, 2006 (Original Schedule 13D) and Amendment No. 1 to the Schedule D filed by Reporting Persons on October 29, 2007 (Amendment No. 1). The Original Schedule 13D, Amendment No. 1 and Amendment No. 2 are all incorporated herein by reference. This Amendment No. 3 is being filed by Reporting Persons to report the sale of their shares in connection with the acquisition of the Issuer by Hellman & Friedman LLC which closed on February 13, 2008. The address of each Reporting Person is Altazano Management, LLC, 109 North Post Oak Lane, Suite 425, Houston, Texas 77024.

Responses to each item of this Statement on Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

No change.

Item 2. Identity and Background

No change.

Item 3. Source and Amount of Funds or Other Consideration

No change.

Item 4. Purpose of Transaction

No change.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented by deleting it in its entirety and replacing it with the following:

Reporting Persons are the record holders of 0 shares of Common Stock of the Issuer, which represent approximately 0% of the outstanding Common Stock of the Issuer.

On February 13, 2008 Reporting persons sold an aggregate of 8,651,002 shares of Common Stock to Hellman & Friedman LLC at \$25.60 per share in connection with the acquisition of the Issuer by Hellman & Friedman LLC, a private equity firm. In addition, John B. Goodman, a director of the issuer, sold options to purchase 30,321 shares of Common Stock to Hellman & Friedman LLC at a net purchase price of \$25.60 per share minus the \$5.28 exercise price per share multiplied by the 30,321 shares.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

No change.

Item 7. Material to Be Filed as Exhibits
None.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

February 13, 2008

Wilmington Trust Company, Trustee of the Hutton
Gregory Goodman 1994 Trust

By: /s/ Mark A. Oller
Name: Mark A. Oller
Its: Vice President

Wilmington Trust Company, Trustee of the Hannah Jane
Goodman 1994 Trust

By: /s/ Mark A. Oller
Name: Mark A. Oller
Its: Vice President

Wilmington Trust Company, Trustee of the Mary Jane
Goodman 1994 Trust

By: /s/ Mark A. Oller
Name: Mark A. Oller
Its: Vice President

Wilmington Trust Company, Trustee of the Harold
Viterbo Goodman II 1994 Trust

By: /s/ Mark A. Oller
Name: Mark A. Oller
Its: Vice President

/s/ C. Hastings Johnson
C. Hastings Johnson, Trustee of the Lucy

Hughes Abell 1991 Trust

/s/ C. Hastings Johnson
C. Hastings Johnson, Trustee of the Sam

Houston Viterbo Abell 1991 Trust

/s/ Harold G. Goodman
Harold G. Goodman, Trustee of the Harold

G. Goodman 1984 Grantor Trust

/s/ Meg Goodman
Meg Goodman (formerly Meg Goodman

Daniel), Trustee of the Meg Goodman Daniel 1984

Edgar Filing: Goodman Global Inc - Form SC 13D/A

Grantor Trust

Wilmington Trust Company, Trustee of the Meg
Goodman Daniel 1984 Grantor Trust

By: /s/ Mark A. Oller

Name: Mark A. Oller

Its: Vice President

/s/ Betsy Goodman Abell
Betsy Goodman Abell, Trustee of the Betsy

Goodman Abell 1984 Grantor Trust

/s/ John B. Goodman
John B. Goodman, Trustee of the Betsy

Goodman Abell 1984 Grantor Trust

/s/ Daniel A. Breen III
Daniel A. Breen III, Trustee of the Harriett

Elizabeth Goodman 1991 Trust

/s/ Daniel A. Breen III
Daniel A. Breen III, Trustee of the John Bailey

Goodman, Jr. 1991 Trust

/s/ John B. Goodman
John B. Goodman, Trustee of the John

Bailey Goodman 1984 Grantor Trust

Wilmington Trust Company, Trustee of the Bailey Quin
Daniel 1991 Trust

By: /s/ Mark A. Oller
Name: Mark A. Oller
Its: Vice President

/s/ Daniel A. Breen III
Daniel A. Breen III, Trustee of the Bailey Quin

Daniel 1991 Trust