

WORTHINGTON INDUSTRIES INC
 Form 4
 June 26, 2014

FORM 4

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

OMB APPROVAL

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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 *
BILLMAN ANDREW J

2. Issuer Name and Ticker or Trading Symbol
WORTHINGTON INDUSTRIES INC [WOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 OLD WILSON BRIDGE ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres., Worthington Cylinders

COLUMBUS, OH 43085

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	06/24/2014		A	8,860 (1) A \$ 0	29,219	D	
Common Shares	06/24/2014		F	3,245 (2) D \$ 42.35	25,974	D	
Common Shares	06/24/2014		A	98 (1) A \$ 0	26,072	D	
Common Shares	06/24/2014		F	36 (2) D \$ 42.35	26,036	D	
Common Shares	06/24/2014		A	25,000 (3) A \$ 0	51,036	D	

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- (2) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.

An award of restricted shares was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. The restricted shares will vest if (i) the common shares of Worthington Industries, Inc. attain the closing price of at least \$60.00 per

- (3) common share for thirty consecutive days during the five year period ending on the fifth anniversary of the grant date of the award (i.e. June 24, 2019) and (ii) the reporting person has continuously remained an employee of Worthington Industries, Inc. or one of its subsidiaries through the fifth anniversary of the grant date of the award (i.e. June 24, 2014)

- (4) Amount listed is the most up-to-date information available regarding holdings in the Company Plan Fund which invests in Common Shares of the Company.

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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