

WORTHINGTON INDUSTRIES INC
Form 4
March 04, 2016

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 *
MCCONNELL JOHN P/OH

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/Chief Exec Officer

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

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

COLUMBUS, OH 43085

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Shares | 03/03/2016 | | M | V | 130,000 | A | \$ 18.17 | 1,708,034 | D | |
| Common Shares | 03/03/2016 | | F | V | 96,409 (1) | D | \$ 33.91 | 1,611,625 | D | |
| Common Shares | | | | | | | | 12,415,982 | I | By JMAC, Inc. |
| Common Shares | | | | | | | | 2,428,312 (2) | I | By the Porter Rardin Trust f/b/o John P. |

| | | | |
|---------------|------------------------|---|--|
| Common Shares | 6,151 ⁽²⁾ | I | McConnell and Margaret Kollis ⁽²⁾ As custodian for his son, C.R.McConnell ⁽²⁾ |
| Common Shares | 5,392 | I | By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds |
| Common Shares | 118,000 | I | By The McConnell Family Trust |
| Common Shares | 255,875 ⁽³⁾ | I | By The Margaret R. McConnell Trust f/b/o Margaret Kollis ⁽³⁾ |
| Common Shares | 24,755 | I | By the Worthington Industries, Inc. Deferred Profit Sharing Plan |

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.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| | \$ 18.17 | 03/03/2016 | | M | 130,000 | 06/01/2007 ⁽⁴⁾ | 06/01/2016 | |

Employee
Non-Qualified
Stock Option
(right to buy)

common
shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCONNELL JOHN P/OH WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | X | | Chairman/Chief Exec Officer | |

Signatures

/S/ John P. McConnell by Dale T. Brinkman, as
attorney-in-fact

03/04/2016

__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) The reported common shares were withheld from those which would have otherwise been issued upon exercise of the option, in order to pay the exercise price for the common shares acquired upon exercise of the option and the related withholding taxes.
 - (2) The account is enrolled in the Issuer's dividend reinvestment plan and the amount listed includes the number of common shares reflected in the most up-to-date information available.
 - (3) Amount listed is the most up-to-date information available regarding holdings in the Worthington Industries, Inc. Deferred Profit Sharing Plan Fund which invests in common shares of the Issuer.
 - (4) This non-qualified stock option was granted out of the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and vested at 20% per year beginning on the first anniversary of the grant date, the date listed is the first day any portion of the option vested. This option was due to expire on June 1, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.