

MCCONNELL JOHN P/OH
 Form 4
 July 03, 2018

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)
 06/28/2018

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

WORHTINGTON 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--|
| | | | Code | V | Amount or Price | | | | | |
| Common Shares | 06/28/2018 | | A | | 20,000 (1) | A | \$ 0 | 1,675,472 | D | |
| Common Shares | 06/29/2018 | | M | | 100,000 | A | \$ 20.21 | 1,775,472 | D | |
| Common Shares | | | | | | | | 12,415,982 | I | By JMAC, Inc. |
| Common Shares | | | | | | | | 2,428,312 | I | By the Porter Rardin Trust f/b/o John P. |

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| | | | |
|---------------|-----------------------|---|---|
| Common Shares | 6,948 | I | McConnell and Margaret Kollis As custodian for his son, C.R.McConnell |
| Common Shares | 6,118 | 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 | I | By The Margaret R. McConnell Trust f/b/o Margaret Kollis |
| Common Shares | 25,240 ⁽²⁾ | I | By the Worthington Industries, Inc. Deferred Profit Sharing Plan ⁽²⁾ |

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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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 Underlying (Instr. 3) | |
|---|--|--------------------------------------|--|--------------------------------|---|--|--------------------------------|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-qualified stock option (right to acquire) | \$ 42.91 | 06/28/2018 | | A | 22,000 | 06/28/2019 ⁽³⁾ | 06/28/2028 | Common Shares |
| | \$ 20.21 | 06/29/2018 | | M | 100,000 | 07/01/2009 ⁽⁴⁾ | 07/01/2018 | |

Non-qualified
stock option
(right to
acquire)

Comm
Share

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

07/03/2018

__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) An award of restricted stock was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. The restricted stock will vest on the third anniversary of the grant date (6/28/2021).
 - (2) Amount listed is the most up-to-date information available regarding holdings in the Company Stock Fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan Fund and is based on a plan statement as of 6/30/2018.
 - (3) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the first day any portion of the option will vest. Additional portions of 33.33% of the option vest annually on 6/28/2020 and 6/28/2021.
This option was granted out of the Worthington Industries, Inc. 2003 Stock Option Plan and vested at 20% per year beginning on the first anniversary of the grant date (7/01/2008). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 7/1/2010, 7/1/2011, 7/1/2012 and 7/1/2013.
 - (4) anniversary of the grant date (7/01/2008). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 7/1/2010, 7/1/2011, 7/1/2012 and 7/1/2013.

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.