

REYNOLDS JEAN S
Form 4
November 02, 2009

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 *
REYNOLDS JEAN S

2. Issuer Name and Ticker or Trading Symbol
SCHNITZER STEEL INDUSTRIES INC [SCHN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

3200 NW YEON AVENUE

(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

PORTLAND, OR 97210

(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 |
| Class A Common Stock | 10/30/2009 | | M | | 4,500 | A | \$ 27.96 |
| Class A Common Stock | 10/30/2009 | | M | | 3,600 | A | \$ 22.95 |
| Class A Common Stock | 10/30/2009 | | S | | 100 | D | \$ 43.5 |
| Class A Common Stock | 10/30/2009 | | S | | 100 | D | \$ 43.59 |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|--------------|-------|--|---|
| Stock | | | | | | | | |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.595 | 7,800 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.61 | 7,700 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.62 | 7,600 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.68 | 7,500 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.72 | 7,400 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.73 | 7,300 | | D |
| Class A Common Stock | 10/30/2009 | S | 200 | D | \$ 43.76 | 7,100 | | D |
| Class A Common Stock | 10/30/2009 | S | 200 | D | \$ 43.77 | 6,900 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.82 | 6,800 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.84 | 6,700 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.86 | 6,600 | | D |
| Class A Common Stock | 10/30/2009 | S | 400 | D | \$ 43.87 | 6,200 | | D |
| Class A Common Stock | 10/30/2009 | S | 500 | D | \$ 43.88 | 5,700 | | D |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 43.9 | 5,600 | | D |

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| | | | | | | | | |
|----------------------------|------------|---|-----|---|----------|-----------|---|------------------------|
| Class A Common Stock | 10/30/2009 | S | 400 | D | \$ 43.91 | 5,200 | D | |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 44.04 | 5,100 | D | |
| Class A Common Stock | 10/30/2009 | S | 175 | D | \$ 44.1 | 4,925 | D | |
| Class A Common Stock | 10/30/2009 | S | 600 | D | \$ 44.16 | 4,325 | D | |
| Class A Common Stock | 10/30/2009 | S | 200 | D | \$ 44.17 | 4,125 | D | |
| Class A Common Stock | 10/30/2009 | S | 200 | D | \$ 44.18 | 3,925 | D | |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 44.19 | 3,825 | D | |
| Class A Common Stock | 10/30/2009 | S | 200 | D | \$ 44.2 | 3,625 | D | |
| Class A Common Stock | 10/30/2009 | S | 800 | D | \$ 44.21 | 2,825 | D | |
| Class A Common Stock | 10/30/2009 | S | 100 | D | \$ 44.22 | 2,725 | D | |
| Class A Common Stock | | | | | | 5,500 | I | By Trust <u>(1)</u> |
| Class A Common Stock | | | | | | 8,345.991 | I | See Note <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common Stock | 75,000 |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common Stock | 115,279 |
| Class B Common Stock | (3) | | | | | (3) | (3) | Class A Common Stock | 200,000 |
| Option to Buy | \$ 27.96 | 10/30/2009 | | M | 4,500 | (6) | 08/19/2014 | Class A Common Stock | 4,500 |
| Option to Buy | \$ 22.95 | 10/30/2009 | | M | 3,600 | (7) | 06/03/2015 | Class A Common Stock | 3,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| REYNOLDS JEAN S 3200 NW YEON AVENUE PORTLAND, OR 97210 | X | X | | |

Signatures

Richard C. Josephson,
Attorney-In-Fact

11/02/2009

**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) Voting trust certificates or shares, as the case may be, are held by Jean S. Reynolds and Dori Schnitzer, Trustees U/A with Jean S. Reynolds dated November 30, 1992.

(2)

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Deferred Shares that have been or will be credited to the reporting person's account under the issuer's Deferred Compensation Plan for Non-Employee Directors.

- (3) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.
- (4) Shares are held by Jean S. Reynolds, Trustee for Jean S. Reynolds, et al, under Trust Agreement dated January 30, 1970.
- (5) Voting trust certificates are held by Jean S. Reynolds, Trustee of the Jean S. Reynolds 2008 Annuity Trust III.
- (6) The option was granted for 4,500 shares with a vesting reference date of 6/1/04 and became exercisable for 20% of the shares on each of the first five anniversaries of the vesting reference date.
- (7) The option was granted for 4,500 on 6/3/05 and becomes exercisable for 20% of the shares on each of the first five anniversaries of the grant date.

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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