

STEEL DYNAMICS INC
Form 4
January 14, 2015

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 *
BATES JOHN C

2. Issuer Name and Ticker or Trading Symbol
STEEL DYNAMICS INC [STLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
640 LAVOY ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/12/2015

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

ERIE, MI 48133
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
Common Stock	01/12/2015		A	142 ⁽¹⁾ <u>(2)</u>	\$ 0 26,453 ⁽³⁾	D	
Common Stock					470,403	I	See footnote ⁽⁴⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BATES JOHN C 640 LAVOY ROAD ERIE, MI 48133	X			

Signatures

John C. Bates 01/14/2015
 __Signature of Date
 Reporting Person

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).
 Represents the number of additional shares of common stock underlying deferred stock units (DSUs) issued to the reporting person as a dividend equivalent on existing DSUs, in connection with this person's retainer as a director under the Steel Dynamics, Inc. Amended and Restated 2006 Equity Incentive Plan. This transaction is exempt from both the reporting requirements of Section 16(a), including Rule 16a-11, and the provisions of Section 16(b), by virtue of this dividend reinvestment feature and the Company's existing Dividend Reinvestment Plan, as well as being exempt from Section 16(b) independently by virtue of Rule 16b-3(d)(1) and (3).
- (1) Restated 2006 Equity Incentive Plan. This transaction is exempt from both the reporting requirements of Section 16(a), including Rule 16a-11, and the provisions of Section 16(b), by virtue of this dividend reinvestment feature and the Company's existing Dividend Reinvestment Plan, as well as being exempt from Section 16(b) independently by virtue of Rule 16b-3(d)(1) and (3).
- (2) Reportable as directly owned shares of common stock, rather than as a derivative security in Table II, because any and all underlying DSUs are payable, at such time as they are to be settled, solely in common stock. (See Lincoln National Corp. (March 20, 1992) (Q.3).
- (3) Includes shares resulting from reinvestment of dividends on any underlying DSUs included in this total.
- (4) Through control of Heidtman Steel Products, Inc., which holds these shares. Mr. Bates disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein.

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.