

SCHNITZER STEEL INDUSTRIES INC

Form 4

February 21, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
PHILIP ROBERT W

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)
02/20/2008

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

SCHNITZER INVESTMENT CORP., 1211 SW FIFTH AVENUE, SUITE 2250

(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 97204

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
CLASS A COMMON STOCK	02/20/2008		C		10,000	A	10,000	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S		4,300	D	\$ 65 5,700	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S		100	D	\$ 65.01 5,600	See note. (2)

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CLASS A COMMON STOCK	02/20/2008		S	100	D	\$ 65.02	5,500	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	500	D	\$ 65.03	5,000	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	1,100	D	\$ 65.04	3,900	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	400	D	\$ 65.05	3,500	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	1,600	D	\$ 65.06	1,900	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	400	D	\$ 65.07	1,500	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	200	D	\$ 65.08	1,300	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	500	D	\$ 65.12	800	I	See note. (2)
CLASS A COMMON STOCK	02/20/2008		S	800	D	\$ 65.13	0	I	See note. (2)

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

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SEC 1474
(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 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	<u>(1)</u>	02/20/2008	C	10,000	<u>(1)</u>	<u>(1)</u>	CLASS A COMMON STOCK	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILIP ROBERT W SCHNITZER INVESTMENT CORP. 1211 SW FIFTH AVENUE, SUITE 2250 PORTLAND, OR 97204		X		
PHILIP RITA S SCHNITZER INVESTMENT CORP. 1211 SW FIFTH AVENUE, SUITE 2250 PORTLAND, OR 97204		X		

Signatures

/s/ Robert W.
Philip

02/21/2008

**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 Class B Common Stock is convertible into Class A Common Stock at any time on a one-for-one basis, and has no expiration date. On February 20, 2008, the Robert W. Philip Revocable Trust U/A/D April 21, 1993, Robert W. Philip and Rita S. Philip Co-Trustees, converted a total of 10,000 shares of Class B Common Stock to 10,000 shares of Class A Common Stock. Rita S. Philip is the spouse of Robert W. Philip.
- (2) Held by Robert W. Philip Revocable Trust U/A/D April 21, 1993, Robert W. Philip and Rita S. Philip Co-Trustees. Rita S. Philip is the spouse of Robert W. Philip.

Remarks:

Number of shares beneficially owned refers only to shares held by Robert W. Philip Revocable Trust U/A/D April 21, 1993, R

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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