

WORTHINGTON INDUSTRIES INC

Form 4

December 18, 2014

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 *
 ANDERSON KERRII B

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)
 200 OLD WILSON BRIDGE ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/16/2014

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares					26,140	D	
Common Shares					436	I	By Spouse

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

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 (9-02)

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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 and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/16/2014		A		11		<u>(2)</u>	<u>(3)</u>	common shares	11	\$ 34.25
Phantom Stock	<u>(1)</u>	12/17/2014		A		11		<u>(2)</u>	<u>(3)</u>	common shares	11	\$ 35.39

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ANDERSON KERRII B 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Kerrii B. Anderson

12/18/2014

__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 accounts track common shares on a one-for-one basis
- (2) Prior to October 1, 2014, the account balances related to the theoretical common shares could be immediately transferred to other investment options under the terms of the deferred compensation plans.

The Company amended the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (the "Plan") effective October 1, 2014. The Amendment includes a provision that effective October 1, 2014 and thereafter any amount credited in a participant's account to the phantom stock fund (i.e. theoretical Company common shares deemed investment option) may not be transferred to an alternative deemed investment option under the Plan until distribution from the Plan. Distributions are made only in common shares of the Company and generally commence upon the leaving the Company's Board of Directors.
- (4) The amount reported represents 7 additional unfunded theoretical common shares (i.e., phantom stock) credited to participant's account pursuant to the dividend reinvestment feature of the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation

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Plan for Directors.

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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