

WORTHINGTON INDUSTRIES INC
 Form 4
 January 06, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 ENDRES MICHAEL J

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)
 01/05/2015

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

WORTHINGTON 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Shares | 01/05/2015 | | M | 4,000 | A \$ 21 | 92,340 | D |
| Common Shares | 01/05/2015 | | M | 5,000 | A \$ 17.23 | 97,340 | D |
| Common Shares | 01/05/2015 | | M | 5,000 | A \$ 22.95 | 102,340 | D |
| Common Shares | 01/05/2015 | | M | 8,200 | A \$ 17.11 | 110,540 | D |
| | 01/05/2015 | | M | 9,750 | A \$ 13.9 | 120,290 | D |

Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

| | | | | | | | | | |
|---------------|------------|--|---|-------|---|----------|---------|---|-----------|
| Common Shares | | | | | | | | | |
| Common Shares | 01/05/2015 | | M | 9,750 | A | \$ 15.03 | 130,040 | D | |
| Common Shares | 01/05/2015 | | M | 8,000 | A | \$ 14.43 | 138,040 | D | |
| Common Shares | 01/05/2015 | | M | 8,000 | A | \$ 22.06 | 146,040 | D | |
| Common Shares | | | | | | | 10,000 | I | By Spouse |

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.

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 |
| Phantom Stock | (1) | | | | | (2) (3) | common shares |
| Non-qualified Stock Option (Right to purchase) | \$ 21 | 01/05/2015 | | M | 4,000 | 09/29/2006(5) 09/29/2015 | common shares |
| Non-qualified Stock Option (Right to purchase) | \$ 17.23 | 01/05/2015 | | M | 5,000 | 09/27/2007(5) 09/27/2016 | common shares |
| Non-qualified Stock Option (Right to purchase) | \$ 22.95 | 01/05/2015 | | M | 5,000 | 09/26/2008(5) 09/26/2017 | common shares |

| | | | | | | | | |
|--|----------|------------|---|-------|---------------------------|------------|---------------|----|
| Non-qualified Stock Option (Right to purchase) | \$ 17.11 | 01/05/2015 | M | 8,200 | 09/24/2009 ⁽⁵⁾ | 09/24/2018 | common shares | 8, |
| Non-qualified Stock Option (Right to purchase) | \$ 13.9 | 01/05/2015 | M | 9,750 | 09/30/2010 ⁽⁵⁾ | 09/30/2019 | common shares | 9, |
| Non-qualified Stock Option (Right to purchase) | \$ 15.03 | 01/05/2015 | M | 9,750 | 09/30/2011 ⁽⁵⁾ | 09/30/2020 | common shares | 9, |
| Non-qualified Stock Option (Right to purchase) | \$ 14.43 | 01/05/2015 | M | 8,000 | 09/29/2012 ⁽⁵⁾ | 09/29/2021 | common shares | 8, |
| Non-qualified Stock Option (Right to purchase) | \$ 22.06 | 01/05/2015 | M | 8,000 | 09/27/2013 ⁽⁵⁾ | 09/27/2022 | common shares | 8, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ENDRES MICHAEL J WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | X | | | |

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Michael J. Endres

01/06/2015

**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

(3) 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.

Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

- (4) The amount shown reflects additional theoretical common shares (i.e. phantom stock) which were credited pursuant to the dividend reinvestment feature of the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors
- (5) Date shown is the first date this option became vested and fully exercisable

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.