

WORTHINGTON INDUSTRIES INC

Form 4

October 04, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
BRINKMAN DALE T2. 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  
(Street)3. Date of Earliest Transaction  
(Month/Day/Year)  
10/03/2016\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP-Admin & Secretary

COLUMBUS, OH 43085

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

(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   |  |   |
| Common Shares                   | 10/03/2016                           |  | M                              |   | 20,000 | A          | \$ 13.25  | 76,160   | D   |
| Common Shares                   | 10/03/2016                           |  | F                              |   | 12,667 | D          | \$ 48.21  | 63,493   | D   |

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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified stock option (right to acquire) | \$ 13.25   | 10/03/2016                           |  | M                              | 20,000  | 07/16/2010 <sup>(1)</sup> 07/16/2019                     | common shares   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships  |
|---|--|
| BRINKMAN DALE T<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 | Director 10% Owner Officer Other<br>VP-Admin & Secretary |

## Signatures

/s/Dale T.  
Brinkman

10/04/2016

\*\*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).

This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and (1) vests at 20% per year beginning on the first anniversary of the grant date. Date listed is the date on which the first 20% portion of the option vested. Additional portions of 20% of the option vested annually on each of 07/16/2011, 07/16/2012, 07/16/2013 and 07/16/2014.

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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