

WELCH RICHARD G

Form 4/A

June 04, 2018

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

OMB APPROVAL

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Check this box
 if no longer
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 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 *
WELCH RICHARD G

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
05/17/2018

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

COLUMBUS, OH 43085

4. If Amendment, Date Original
 Filed(Month/Day/Year)
05/21/2018

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ 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 Ownership (Instr. 4)
Common Shares	05/17/2018		M	7,500 A	\$ 20.21	34,184	D
Common Shares	05/17/2018		F	4,547 D	\$ 47.95	29,637 ⁽¹⁾	D

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)

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 (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 Security (Instr. 3 and 4)
Non-qualified Stock Option (right to buy)	\$ 20.21	05/17/2018		M	7,500	07/01/2009 ⁽²⁾ 07/01/2018	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WELCH RICHARD G 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085				Controller

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Richard G. Welch
 06/04/2018
 **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).
- The number of common shares reported in the reporting person's original Form 4 reflected a mathematical error, as all 4,547 of the
- (1) common shares reported as being disposed of were not subtracted in the calculation of the amount of common shares beneficially owned following the transaction reported in this row of Table I.
 - (2) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2003 Stock Option Plan and vested at 20% per year, beginning on the date listed.

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.