

WORTHINGTON INDUSTRIES INC

Form 4

July 01, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUSSELL MARK A

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)
06/30/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Pres/COO, Worthington Industri

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 Ownership (Instr. 4)
Common Shares	06/30/2016		A	(A) or (D) Amount (1) 12,000	\$ 0 372,127	D	
Common Shares	06/30/2016		A	(2) 4,883	\$ 0 377,010	D	
Common Shares	06/30/2016		F	(3) 2,733	\$ 42.3 374,237	D	
Common Shares					17,048 (4)	I	By 401(k)

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

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(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)
non-qualified stock option, right to buy	\$ 42.3	06/30/2016		A	13,500	06/30/2017 ⁽⁵⁾ 06/30/2026	common shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSELL MARK A 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085			Pres/COO, Worthington Industries	

Signatures

/s/Mark A. Russell by Dale T. Brinkman, as attorney-in-fact

07/01/2016

__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).
- (1) An award of restricted stock was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. The restricted stock will vest on the third anniversary of the grant date (6/30/2019).
A long-term performance share award was granted on June 1, 2013 pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. Common Shares were to be earned based on the level of achievement of specified performance objectives over the three-year period ended May 31, 2016. On June 28, 2016, the Compensation Committee of the Company's Board of Directors met and approved the payout of the reported common shares based on the performance of the Company for the three year period ended May 31, 2016.
- (3) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.

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- (4) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.

This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the first

- (5) day any portion of the option will vest. Additional portions of 33.33% of the option vest annually on 6/30/2018 and 6/30/2019. The last day to exercise out of this option grant is 6/30/2026.

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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