

RUSSELL MARK A

Form 4

May 14, 2018

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)
05/11/2018

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares					336,532	D	
Common Shares					17,932 ⁽¹⁾	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)

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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)
Phantom stock	(2)	05/11/2018		A	46	(3) (4)	Common Shares	\$ 46.22

Reporting Owners

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

Signatures

/s/Mark A. Russell by Dale T. Brinkman, as attorney-in-fact 05/14/2018

**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).
- (1) Amount listed is the most up-to-date information available regarding holdings in the Company Stock Fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan and is based on a plan statement as of 5/14/2018.
- (2) The accounts track common shares on a one-for-one basis.
- (3) Prior to October 1, 2014, the account balances related to the theoretical Company common share investment option could be immediately transferred to other investment options under the terms of the deferred compensation plan.
- (4) The Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan, as amended (the "Plan"), provides 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 leaving employment with the Company.
- (5) 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.

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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