

WORTHINGTON INDUSTRIES INC

Form 4

July 01, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)

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

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

200 OLD WILSON BRIDGE ROAD

06/30/2014

Pres/COO, Worthington Industri

(Street)

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

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V Amount (A) or (D) Price                                         |                                                                                               |                                                          |                                            |
| Common Shares                   | 06/30/2014                           |                                                    | A                              | 11,000 (1) A \$ 0                                                 | 380,104                                                                                       | D                                                        |                                            |
| Common Shares                   | 06/30/2014                           |                                                    | F                              | 3,462 (2) D \$ 43.04                                              | 376,642                                                                                       | D                                                        |                                            |
| Common Shares                   | 06/30/2014                           |                                                    | F                              | 30,495 (2) D \$ 43.04                                             | 346,147                                                                                       | D                                                        |                                            |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 15,647 (3)                                                                                    | I                                                        | By 401(k) Plan                             |

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.

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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) |               |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title         | Amount or Number of Shares |
| Employee stock option (right to purchase)  | \$ 43.04                                               | 06/30/2014                           |                                                    | A                              | 9,000                                                                                   | 06/30/2015 <sup>(4)</sup>                                | 06/29/2024                                                    | common shares | 9,000                      |

## Reporting Owners

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

## Signatures

/s/Mark A. Russell by Dale T. Brinkman, as attorney-in-fact  
 \*\*Signature of Reporting Person  
 07/01/2014  
 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 i.e. June 30, 2017.
- (2) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.
- (3)

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Amount reflects the most up-to-date information available regarding holdings in the Company Plan Fund which invests in Common Shares of the Company.

This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the first (4) day any portion of the option will vest. Additional portions of 33.33% of the option vest annually on 6/30/2016 and 6/30/2017. The last day to exercise out of this option grant is 6/29/2024.

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.