

WORTHINGTON INDUSTRIES INC  
 Form 4  
 May 01, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
 MCCONNELL JOHN P/OH

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)  
 04/30/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman/Chief Exec Officer

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares					1,447,121	D	
Common Shares	04/30/2015		J		12,415,982	D	\$ 0 0
Common Shares	04/30/2015		J		12,415,982	A	\$ 0 12,415,982
Common Shares					2,428,312	I	

By JDEL, Inc. (1)

By JMAC, Inc. (2)

By the Porter Rardin Trust f/b/o John P.

Common Shares	5,703 <sup>(3)</sup>	I	McConnell and Margaret Kollis As custodian for his son, C.R.McConnell <sup>(3)</sup>
Common Shares	4,936 <sup>(3)</sup>	I	By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds <sup>(3)</sup>
Common Shares	118,000	I	By The McConnell Family Trust
Common Shares	255,875	I	By The Margaret R. McConnell Trust f/b/o Margaret Kollis
Common Shares	24,083 <sup>(4)</sup>	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan <sup>(4)</sup>

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCONNELL JOHN P/OH WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X		Chairman/Chief Exec Officer	

## Signatures

/s/ John P. McConnell by Dale T. Brinkman, as attorney-in-fact

05/01/2015

\_\_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).

These common shares were held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL was a wholly-owned subsidiary of

- (1) JMAC, Inc. ("JMAC"), a private investment company substantially owned, directly or indirectly, by John P. McConnell and certain entities with whom John P. McConnell is affiliated. *See* footnote (2) below.
- (2) Effective at 11:59 p.m., EDT, on April 30, 2015, JDEL was merged with and into JMAC, with JMAC being the surviving entity in the merger (the "Merger"). Upon and as a result of the Merger, JMAC now is the beneficial owner of the reported common shares.
- (3) The account is enrolled in the Issuer's dividend reinvestment plan and the amount listed includes the number of common shares reflected in the most up-to-date information available.
- (4) Amount listed is the most up-to-date information available regarding holdings in the Worthington Industries, Inc. Deferred Profit Sharing Plan Fund which invests in common shares of the Issuer.

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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