

WORTHINGTON INDUSTRIES INC  
 Form 4  
 March 04, 2016

**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 \*  
**RIBEAU SIDNEY 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)  
 03/02/2016

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

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Shares	03/02/2016		M	5,000 A \$ 17.23	38,109	D	
Common Shares	03/02/2016		F	2,590 (1) D \$ 33.25	35,519	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 of Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy)	\$ 17.23	03/02/2016		M	5,000	09/27/2007 <sup>(2)</sup> 09/27/2016 <sup>(3)</sup>	common shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIBEAU SIDNEY A WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X			

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Sidney A. Ribeau  
 Signature of Reporting Person: \_\_\_\_\_ Date: 03/04/2016

## 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) The reported common shares were withheld from those which would have otherwise been issued upon exercise of the option, in order to pay the exercise price for the common shares acquired upon exercise of the option.  
 This option was granted out of the Worthington Industries, Inc. 2006 Equity Incentive Plan For Non-Employee Directors and will become vested and fully exercisable on the first to occur: (i) the first anniversary of the Grant Date or (ii) the date of the Company's next Annual Meeting of Shareholders following the Grant Date.
- (3) This option is expiring in 2016 - Date shown is the last day this option can be exercised.

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.