

STEEL DYNAMICS INC

Form 4

July 15, 2014

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 *
EDGERLEY PAUL B

(Last) (First) (Middle)

BAIN CAPITAL, 111
HUNTINGTON AVENUE

(Street)

BOSTON, MA 02199

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEEL DYNAMICS INC [STLD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/11/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Stock	07/11/2014		A	38 (1) (2)	\$ 0 369,245 (3)	D	

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDGERLEY PAUL B BAIN CAPITAL 111 HUNTINGTON AVENUE BOSTON, MA 02199	X			

Signatures

Paul B. Edgerley 07/15/2014

 **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).
- Represents the number of additional shares of common stock underlying deferred stock units (DSUs) issued to the reporting person as a dividend equivalent on existing DSUs, in connection with this person's retainer as a director under the Steel Dynamics, Inc. Amended and Restated 2006 Equity Incentive Plan. This transaction is exempt from both the reporting requirements of Section 16(a), including Rule 16a-11, and the provisions of Section 16(b), by virtue of this dividend reinvestment feature and the Company's existing Dividend Reinvestment Plan, as well as being exempt from Section 16(b) independently by virtue of Rule 16b-3(d)(1) and (3).
- (1) Restated 2006 Equity Incentive Plan. This transaction is exempt from both the reporting requirements of Section 16(a), including Rule 16a-11, and the provisions of Section 16(b), by virtue of this dividend reinvestment feature and the Company's existing Dividend Reinvestment Plan, as well as being exempt from Section 16(b) independently by virtue of Rule 16b-3(d)(1) and (3).
 - (2) Reportable as directly owned shares of common stock, rather than as a derivative security in Table II, because any and all underlying DSUs are payable, at such time as they are to be settled, solely in common stock. (See Lincoln National Corp. (March 20, 1992) (Q.3).
 - (3) Includes shares resulting from reinvestment of dividends on any underlying DSUs included in this total.

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.