

WORTHINGTON INDUSTRIES INC

Form 4

October 02, 2014

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHIAVO MARY FACKLER**

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)  
**09/30/2014**

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares			Code V	Amount (D) Price	40,462	D	

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  
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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 Underlying Securities (Instr. 3 and 4)
Phantom Stock	(1)	09/30/2014		I	7,192 (2)	(3) (4)	common shares	7,192 (2) \$ 37.

## Reporting Owners

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

## Signatures

/s/Dale T. Brinkman as attorney-in-fact for Mary Schiavo 10/02/2014

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).

(1) The account tracks common shares on a one-for-one basis

The Company amended its Amended and Restated 2005 Deferred Compensation Plan for Directors (the "Plan") effective as of October 1, 2014. The amendment includes a provision that, effective October 1, 2014 and thereafter, any amount credited in a participant's account to the phantom stock fund (i.e., the theoretical Company common share deemed investment option) may not be transferred to an alternative deemed investment option under the Plan until distribution from the Plan. On September 30, 2014, the reporting person transferred a portion of the amount credited to the phantom stock fund to an alternative deemed investment option in order to diversify the deemed investment options to which the amount in her account under the Plan were credited.

(3) Prior to October 1, 2014, the account balance related to the theoretical Company common share investment option could be immediately transferred to other deemed investment options under the terms of the Plan.

(4) The amounts reported represent unfunded theoretical Company common shares (i.e., phantom stock) credited to the account of the reporting person under the Plan. Distributions are made only in common shares of the Company, and generally commence upon leaving the Company's Board of Directors.

(5) The amount shown reflects an additional 50 theoretical Company common shares (i.e. phantom stock) which were credited pursuant to the dividend reinvestment feature of the 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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