

WORTHINGTON INDUSTRIES INC
 Form 4
 July 03, 2017

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)
 06/29/2017

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Shares | 06/29/2017 | | A | | 20,000 (1) | A | \$ 0 1,647,652 D |
| Common Shares | 06/30/2017 | | A | | 15,691 (2) | A | \$ 0 1,663,343 D |
| Common Shares | 06/30/2017 | | F | | 7,917 (3) | D | \$ 50.22 1,655,426 (4) D |
| Common Shares | 06/30/2017 | | F | | 11,099 (3) | D | \$ 50.22 1,644,327 (4) D |
| | 06/30/2017 | | M | | 100,000 | A | 1,744,327 D |

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| | | | | | | | | |
|---------------|------------|---|--------|---|----------|----------------------|---|---|
| Common Shares | | | | | \$ 22.73 | | | |
| Common Shares | 06/30/2017 | F | 72,875 | D | \$ 50.22 | 1,671,452 | D | |
| Common Shares | | | | | | 12,415,982 | I | By JMAC, Inc. |
| Common Shares | | | | | | 2,428,312 | I | By the Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis ⁽⁴⁾ |
| Common Shares | | | | | | 6,623 ⁽⁵⁾ | I | As custodian for his son, C.R. McConnell ⁽⁵⁾ |
| Common Shares | | | | | | 5,793 | I | By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds |
| Common Shares | | | | | | 118,000 | I | By the McConnell Family Trust ⁽⁴⁾ |
| Common Shares | | | | | | 255,875 | I | By The Margaret R. McConnell Trust f/b/oMargaret Kollis ⁽⁵⁾ |
| Common Shares | | | | | | 25,240 | I | By the Worthington Industries, Inc. Deferred Profit Sharing Plan |

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 of Underlying Security (Instr. 3) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|------------------|-----------------|---------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-qualified stock option (right to buy) | \$ 47.76 | 06/29/2017 | | A | 22,000 | 06/29/2018 ⁽⁶⁾ | 06/29/2027 | | | common shares |
| Non-qualified stock option (right to buy) | \$ 22.73 | 06/30/2017 | | M | 100,000 | 07/02/2008 ⁽⁷⁾ | 07/02/2017 | | | common shares |

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

07/03/2017

__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) 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 of the grant date (6/29/2020).
A long-term performance share award was granted on June 1, 2014 pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. Common Shares were to be earned based on the level of achievement of specified performance objectives over the three-year period ended May 31, 2017. On June 28, 2017, the Compensation Committee of the Company's Board of Directors met and approved the payout of the reported common shares based on the performance of the Company for the three year period ended May 31, 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) 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.

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- (6) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the first day any portion of the option will vest. Additional portions of 33.33% of the option vest annually on 6/29/2019 and 6/29/2020.

- This non-qualified stock option was granted out of the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and
- (7) vested at 20% per year beginning on the first anniversary of the grant date, the date listed is the first day any portion of the option vested. This option was due to expire on July 2, 2017.

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.