

WORTHINGTON INDUSTRIES INC
 Form 4
 July 03, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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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SEC 1474
(9-02)

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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.

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