

WORTHINGTON INDUSTRIES INC

Form 4

October 30, 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 *
BRINKMAN DALE T

 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)
200 OLD WILSON BRIDGE ROAD
 (Street)

 3. Date of Earliest Transaction
 (Month/Day/Year)
10/28/2014

 _____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)
VP-Admin & Secretary
COLUMBUS, OH 43085

 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

(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	10/28/2014		M	20,000	A \$ 17.01	72,331	D
Common Shares	10/28/2014		F	14,474	D \$ 37.5	57,857	D
Common Shares	10/29/2014		S	1,700	D \$ 37.64	56,157	D
Common Shares	10/29/2014		S	300	D \$ 37.59	55,857	D
Common Shares	10/29/2014		G	4,000	D \$ 0	51,857	D

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Common Shares 55 ⁽¹⁾ I By 401(k) 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 and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 17.01	10/28/2014		M	20,000	06/01/2006 ⁽²⁾ 06/01/2015	common shares 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
BRINKMAN DALE T 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	Director 10% Owner Officer Other VP-Admin & Secretary

Signatures

/s/Dale T. 10/30/2014
Brinkman

 **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) Amount listed is the most up-to-date information available regarding holdings in the Company Plan Fund which invests in Common Shares of the Company.

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- This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and
- (2) vests at 20% per year beginning on the first anniversary of the grant date. Date listed is the date on which the first 20% portion of the option vested. Additional portions of 20% of the option vested annually on each of 06/01/2006, 06/01/2007, 06/01/2008 and 06/01/2009.

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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