

RELIANCE STEEL & ALUMINUM CO

Form 4

March 04, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HANNAH DAVID H

2. Issuer Name **and** Ticker or Trading
Symbol
RELIANCE STEEL & ALUMINUM
CO [RS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

350 SOUTH GRAND
AVENUE, SUITE 5100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2016

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive Chairman

LOS ANGELES, CA 90071

(City) (State) (Zip)

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

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) | | | |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|------------------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/02/2016 | | M | | 40,000 | A | \$ 42.81 | 238,000 ⁽¹⁾ | I | Held by Trustees of The David H. and Joan B. Hannah Family Trust, dated April 13, 2010 |
| Common Stock | 03/02/2016 | | S | | 23,400 | D | \$ 64.43 | 214,600 ⁽¹⁾ | I | Held by Trustees of |

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(2)

The David
H. and Joan
B. Hannah
Family
Trust, dated
April 13,
2010

| | | | | | | | |
|-----------------|------------|---|--------|---|---------------------------|--------------------|---|
| Common Stock | 03/02/2016 | S | 16,600 | D | \$ 65.63 <u>(3)</u> | 198,000 <u>(1)</u> | I |
|-----------------|------------|---|--------|---|---------------------------|--------------------|---|

Held by
Trustees of
The David
H. and Joan
B. Hannah
Family
Trust, dated
April 13,
2010

| | | | | | | | |
|-----------------|------------|---|--------|---|-------------|--------------------|---|
| Common Stock | 03/03/2016 | M | 40,000 | A | \$ 55.73 | 238,000 <u>(1)</u> | I |
|-----------------|------------|---|--------|---|-------------|--------------------|---|

Held by
Trustees of
The David
H. and Joan
B. Hannah
Family
Trust, dated
April 13,
2010

| | | | | | | | |
|-----------------|------------|---|--------|---|---------------------------|--------------------|---|
| Common Stock | 03/03/2016 | S | 34,143 | D | \$ 65.37 <u>(4)</u> | 203,857 <u>(1)</u> | I |
|-----------------|------------|---|--------|---|---------------------------|--------------------|---|

Held by
Trustees of
The David
H. and Joan
B. Hannah
Family
Trust, dated
April 13,
2010

| | | | | | | | |
|-----------------|------------|---|-------|---|---------------------------|--------------------|---|
| Common Stock | 03/03/2016 | S | 5,857 | D | \$ 66.13 <u>(5)</u> | 198,000 <u>(1)</u> | I |
|-----------------|------------|---|-------|---|---------------------------|--------------------|---|

Held by
Trustees of
The David
H. and Joan
B. Hannah
Family
Trust, dated
April 13,
2010

| | | | | | | | |
|-----------------|--|--|--|--|--|--------|---|
| Common Stock | | | | | | 27,896 | I |
|-----------------|--|--|--|--|--|--------|---|

Held by
Trustee of
Reliance
Steel &
Aluminum

Co.
Employee
Stock
Ownership
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 |
| Option to Acquire Common Stock | \$ 42.81 | 03/02/2016 | | M | | 40,000 | | <u>(6)</u> | 02/23/2017 | Common Stock | 40,000 |
| Option to Acquire Common Stock | \$ 55.73 | 03/03/2016 | | M | | 40,000 | | <u>(8)</u> | 02/23/2018 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HANNAH DAVID H 350 SOUTH GRAND AVENUE SUITE 5100 LOS ANGELES, CA 90071 | X | | Executive Chairman | |

Signatures

/s/ David H. Hannah by William A. Smith II as his
Attorney-in-Fact

03/04/2016

__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) Includes 8,000 restricted shares subject to vesting over time and 10,000 unvested restricted stock units subject to service criteria.
The price reported represents the weighted average sale price of the shares disposed of. The actual sale prices ranged from \$64.06 to
- (2) \$65.00. The Reporting Person has provided to the Issuer, and hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
The price reported represents the weighted average sale price of the shares disposed of. The actual sale prices ranged from \$65.15 to
- (3) \$65.86. The Reporting Person has provided to the Issuer, and hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
The price reported represents the weighted average sale price of the shares disposed of. The actual sale prices ranged from \$64.96 to
- (4) \$65.94. The Reporting Person has provided to the Issuer, and hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
The price reported represents the weighted average sale price of the shares disposed of. The actual sale prices ranged from \$65.98 to
- (5) \$66.73. The Reporting Person has provided to the Issuer, and hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) The options vested and became exercisable in four equal annual installments beginning on February 23, 2011.
In addition, the Reporting Person beneficially owns 140,000 restricted stock units that were collectively granted in 2013, 2014 and 2015
- (7) subject to performance criteria (with various vesting dates) and 60,000 options to acquire common stock, each with an expiration date of February 23, 2018 and an exercise price of \$55.73, as of the date of this report.
- (8) The options vested and became exercisable in four equal annual installments beginning on February 23, 2012.
- (9) In addition, the Reporting Person beneficially owns 140,000 restricted stock units that were collectively granted in 2013, 2014 and 2015 subject to performance criteria (with various vesting dates) as of the date of this report.

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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