

WORTHINGTON INDUSTRIES INC  
 Form 4  
 January 08, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 ANDERSON KERRII B

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)  
 01/06/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	01/06/2015		M	9,750 A \$ 15.03	35,890	D	
Common Shares	01/06/2015		M	8,000 A \$ 14.43	43,890	D	
Common Shares	01/06/2015		M	8,000 A \$ 22.06	51,890	D	
Common Shares					436	I	By Spouse

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 (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
Phantom Stock	(1)					(2) (3)	common shares
Non-Qualified Stock Option (Right to Acquire)	\$ 15.03	01/06/2015		M	9,750	09/30/2011(5) 09/30/2020	common shares
Non-Qualified Stock Option (Right to Acquire)	\$ 14.43	01/06/2015		M	8,000	09/29/2012(5) 09/29/2021	common shares
Non-Qualified Stock Option (Right to Acquire)	\$ 22.06	01/06/2015		M	8,000	09/27/2013(5) 09/27/2022	common shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ANDERSON KERRII B 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085			X	

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Kerrii B. Anderson 01/08/2015

\_\_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 accounts track common shares on a one-for-one basis
- (2) Prior to October 1, 2014, the account balances related to the theoretical common shares could be immediately transferred to other investment options under the terms of the deferred compensation plans.

The Company amended the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (the "Plan") effective October 1, 2014. The Amendment includes a provision that effective October 1, 2014 and thereafter any amount

- (3) credited in a participant's account to the phantom stock fund (i.e. theoretical Company common shares deemed investment option) may not be transferred to an alternative deemed investment option under the Plan until distribution from the Plan. Distributions are made only in common shares of the Company and generally commence upon the leaving the Company's Board of Directors.

The amount reported represents 12 additional unfunded theoretical common shares (i.e., phantom stock) credited to participant's account pursuant to the dividend reinvestment feature of the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors.

- (5) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2006 Equity Incentive Plan for Non-Employee Directors and became fully vested and exercisable on the date listed above.

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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