

WORTHINGTON INDUSTRIES INC

Form 4

July 01, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ROSE B ANDREW

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)  
06/30/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
CFO

COLUMBUS, OH 43085

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Shares                      | 06/30/2016                              |                                                             | A                                       | Amount<br>(1)<br>12,000                                                 | (A)<br>or<br>(D)<br>A \$ 0 431,535                                                                                 | D                                                                    |                                                                   |
| Common<br>Shares                      | 06/30/2016                              |                                                             | A                                       | 4,883<br>(2)                                                            | A \$ 0 436,418                                                                                                     | D                                                                    |                                                                   |
| Common<br>Shares                      | 06/30/2016                              |                                                             | F                                       | 2,733<br>(3)                                                            | D \$ 42.3 433,685                                                                                                  | D                                                                    |                                                                   |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                         | 1,187                                                                                                              | I                                                                    | By spouse                                                         |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                         | 10,665                                                                                                             | I                                                                    | Custodian<br>for<br>daughter,                                     |

|                  |        |   |                                                                       |
|------------------|--------|---|-----------------------------------------------------------------------|
| Common<br>Shares | 10,665 | I | Sydney<br>Rose<br><br>Custodian<br>for<br>daughter,<br>Hannah<br>Rose |
|------------------|--------|---|-----------------------------------------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |                    |                  |                              |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------------|--------------------|------------------|------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                            | (A)                                                            | (D) | Date Exercisable                                                       | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of |
| Non-qualified<br>stock option<br>(right to buy)     | \$ 42.3                                                            | 06/30/2016                              |                                                             | A                                    |                                                                                                              | 13,500                                                         |     | 06/30/2017 <sup>(4)</sup>                                              | 06/30/2026         | common<br>shares | 1                            |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |         |       |
|-------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                   | Director      | 10% Owner | Officer | Other |
| ROSE B ANDREW<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 |               |           | CFO     |       |

## Signatures

/s/B. Andrew Rose by Dale T. Brinkman, as  
attorney-in-fact

07/01/2016

\_\_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) 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 (6/30/19).  
  
A long-term performance share award was granted on June 1, 2013 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, 2016. On June 28, 2016, 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, 2016.
- (3) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.
- (4) 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 6/26/17 and 6/26/18.

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.