

WORTHINGTON INDUSTRIES INC  
 Form 4  
 January 06, 2015

**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 \*  
**ENDRES MICHAEL J**

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)  
 01/05/2015

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

**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)
				(A) or (D) Code V Amount Price			
Common Shares	01/05/2015		M	4,000 A \$ 21	92,340	D	
Common Shares	01/05/2015		M	5,000 A \$ 17.23	97,340	D	
Common Shares	01/05/2015		M	5,000 A \$ 22.95	102,340	D	
Common Shares	01/05/2015		M	8,200 A \$ 17.11	110,540	D	
	01/05/2015		M	9,750 A \$ 13.9	120,290	D	

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Common Shares								
Common Shares	01/05/2015		M	9,750	A	\$ 15.03	130,040	D
Common Shares	01/05/2015		M	8,000	A	\$ 14.43	138,040	D
Common Shares	01/05/2015		M	8,000	A	\$ 22.06	146,040	D
Common Shares							10,000	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 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	Am or Num of Sha
Phantom Stock	(1)					(2)	(3)	common shares	3
Non-qualified Stock Option (Right to purchase)	\$ 21	01/05/2015		M	4,000	09/29/2006 <sup>(5)</sup>	09/29/2015	common shares	4,
Non-qualified Stock Option (Right to purchase)	\$ 17.23	01/05/2015		M	5,000	09/27/2007 <sup>(5)</sup>	09/27/2016	common shares	5,
Non-qualified Stock Option (Right to purchase)	\$ 22.95	01/05/2015		M	5,000	09/26/2008 <sup>(5)</sup>	09/26/2017	common shares	5,

Non-qualified Stock Option (Right to purchase)	\$ 17.11	01/05/2015	M	8,200	09/24/2009 <sup>(5)</sup>	09/24/2018	common shares	8,
Non-qualified Stock Option (Right to purchase)	\$ 13.9	01/05/2015	M	9,750	09/30/2010 <sup>(5)</sup>	09/30/2019	common shares	9,
Non-qualified Stock Option (Right to purchase)	\$ 15.03	01/05/2015	M	9,750	09/30/2011 <sup>(5)</sup>	09/30/2020	common shares	9,
Non-qualified Stock Option (Right to purchase)	\$ 14.43	01/05/2015	M	8,000	09/29/2012 <sup>(5)</sup>	09/29/2021	common shares	8,
Non-qualified Stock Option (Right to purchase)	\$ 22.06	01/05/2015	M	8,000	09/27/2013 <sup>(5)</sup>	09/27/2022	common shares	8,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENDRES MICHAEL J WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X			

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Michael J. Endres

01/06/2015

\*\*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.

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- (4) The amount shown reflects additional theoretical common shares (i.e. phantom stock) which were credited pursuant to the dividend reinvestment feature of the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors
- (5) Date shown is the first date this option became vested and fully exercisable

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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