

WORTHINGTON INDUSTRIES INC  
 Form 4  
 October 02, 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 \*  
**KARMANOS PETER**

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)  
**09/30/2015**

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

**ONE CAMPUS MARTIUS**

(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

**DETROIT, MI 48226**

(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 or Price (A) or (D)		
Common Shares	09/30/2015		M		5,000 A \$ 17.23	99,240	D
Common Shares	09/30/2015		M		5,000 A \$ 22.95	104,240	D
Common Shares	09/30/2015		M		8,200 A \$ 17.11	112,440	D
Common Shares	09/30/2015		M		9,750 A \$ 13.9	122,190	D
Common Shares	09/30/2015		M		9,750 A \$ 15.03	131,940	D

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Common Shares	09/30/2015	M	8,000	A	\$ 14.43	139,940	D
Common Shares	09/30/2015	M	8,000	A	\$ 22.06	147,940	D

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
Phantom Stock	(1)	09/29/2015		A	536	(2) (3)	common shares
Non-qualified stock option (right to buy)	\$ 17.23	09/30/2015		M	5,000	09/27/2007(5) 09/27/2016	common shares
Non-qualified stock option (right to buy)	\$ 22.95	09/30/2015		M	5,000	09/26/2008(5) 09/26/2017	common shares
Non-qualified stock option (right to buy)	\$ 17.11	09/30/2015		M	8,200	09/24/2009(5) 09/24/2018	common shares
Non-qualified stock option (right to buy)	\$ 13.9	09/30/2015		M	9,750	09/30/2010(5) 09/30/2019	common shares
Non-qualified stock option (right to buy)	\$ 15.03	09/30/2015		M	9,750	09/30/2011(5) 09/30/2020	common shares
Non-qualified stock option (right to buy)	\$ 14.43	09/30/2015		M	8,000	09/29/2012(5) 09/29/2021	common shares

Non-qualified stock option (right to buy)	\$ 22.06	09/30/2015	M	8,000	09/27/2013 <sup>(5)</sup>	09/27/2022	common shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KARMANOS PETER ONE CAMPUS MARTIUS DETROIT, MI 48226		X		

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Peter Karmanos, Jr.	10/02/2015
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\_\_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 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 of the Company's Board of Directors.
- (3) The amount shown reflect additional theoretical common shares (i.e. phantom stock) which were credited pursuant to the dividend reinvestment feature of Worthington Industries, Inc.'s Deferred Compensation Plan for Directors
- (4) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2006 Equity Incentive Plan for Non-Employee Directors and will become vested and fully exercisable on the first to occur: (i) the first anniversary of the grant date or (ii) the date of the next Annual Meeting of Shareholders of Worthington Industries, Inc. following the grant date.
- (5)

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.