

WORTHINGTON INDUSTRIES INC
 Form 4
 February 05, 2016

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 *
BILLMAN ANDREW 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)
200 OLD WILSON BRIDGE ROAD
 (Street)

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

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres., Worthington Cylinders

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common shares | 02/03/2016 | | M | | 3,000 A \$ 20.8 | 67,666 | D |
| Common shares | 02/03/2016 | | S | | 3,000 D \$ 29.5 | 64,666 | D |
| Common shares | 02/03/2016 | | M | | 2,500 A \$ 13.39 | 67,166 | D |
| Common shares | 02/03/2016 | | S | | 2,500 D \$ 29.5 | 64,666 | D |
| Common shares | 02/03/2016 | | M | | 10,000 A \$ 12.05 | 74,666 | D |

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| | | | | | | | |
|---------------|------------|---|--------|---|----------|--------|---|
| Common shares | 02/03/2016 | S | 10,000 | D | \$ 29.5 | 64,666 | D |
| Common shares | 02/03/2016 | M | 6,500 | A | \$ 23.1 | 71,166 | D |
| Common shares | 02/03/2016 | S | 6,500 | D | \$ 29.5 | 64,666 | D |
| Common shares | 02/03/2016 | M | 13,500 | A | \$ 14.84 | 78,166 | D |
| Common shares | 02/03/2016 | S | 13,500 | D | \$ 29.5 | 64,666 | D |
| Common shares | 02/03/2016 | M | 27,500 | A | \$ 20.47 | 92,166 | D |
| Common shares | 02/03/2016 | S | 27,500 | D | \$ 29.5 | 64,666 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualified Stock Option (right to buy) | \$ 20.8 | 02/03/2016 | | M | 3,000 | 12/03/2008 ⁽¹⁾ 12/03/2017 | common shares |
| Non-qualified Stock Option (right to buy) | \$ 13.39 | 02/03/2016 | | M | 2,500 | 10/16/2010 ⁽¹⁾ 10/16/2019 | common shares |
| Non-qualified Stock Option (right to buy) | \$ 12.05 | 02/03/2016 | | M | 10,000 | 07/02/2011 ⁽²⁾ 07/02/2020 | common shares |
| Non-qualified Stock Option | \$ 23.1 | 02/03/2016 | | M | 6,500 | 06/30/2012 ⁽³⁾ 06/30/2021 | common shares |

(right to buy)

Non-qualified
Stock Option
(right to buy)

\$ 14.84

02/03/2016

M

13,500

09/02/2012⁽⁴⁾

09/02/2021

common
shares

1

Non-qualified
Stock Option
(right to buy)

\$ 20.47

02/03/2016

M

27,500

06/29/2013⁽⁵⁾

06/29/2022

common
shares

2

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BILLMAN ANDREW J 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | | | Pres., Worthington Cylinders | |

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Andrew J.
Billman

02/05/2016

**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) This non-qualified stock option was granted out of the Company's 2003 Stock Option Plan and vests at 20% per year. Date listed is the first day the options are available.
- (2) This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date. Date listed is the first day any portion of the option vested.
- (3) 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 6/30/13 and 6/30/14.
- (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 09/02/2013 and 9/02/2014.
- (5) 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 06/29/2014 and 6/29/2015

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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