WORTHINGTON INDUSTRIES INC
Form 4
March 04, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCONNELL JOHN P/OH

(Last) (First) (Middle)

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

COLUMBUS, OH 43085

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
WORTHINGTON INDUSTRIES INC [WOR]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman/Chief Exec Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	(A) or (D)	Price			
Common Shares	03/03/2016		M		130,000	A	$ 18.17	1,708,034	D	
Common Shares	03/03/2016		F		96,409 (1)	D	$ 33.91	1,611,625	D	
Common Shares								12,415,982	I	By JMAC, Inc.
Common Shares								2,428,312 (2)	I	By the Porter Rardin Trust f/b/o John P.

			McConnell and Margaret Kollis (2)
Common Shares	6,151 (2)	I	As custodian for his son, C.R.McConnell (2)
Common Shares	5,392	I	By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds
Common Shares	118,000	I	By The McConnell Family Trust
Common Shares	255,875 (3)	I	By The Margaret R. McConnell Trust f/b/o Margaret Kollis (3)
Common Shares	24,755	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan

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

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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 A Underlying S (Instr. 3 and 4
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
	$ 18.17	03/03/2016		M			130,000	06/01/2007(4)	06/01/2016	

Employee Non-Qualified Stock Option (right to buy)	common shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCONNELL JOHN P/OH WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X		Chairman/Chief Exec Officer	

Signatures

/S/ John P. McConnell by Dale T. Brinkman, as attorney-in-fact	03/04/2016
**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) The reported common shares were withheld from those which would have otherwise been issued upon exercise of the option, in order to pay the exercise price for the common shares acquired upon exercise of the option and the related withholding taxes.

(2) The account is enrolled in the Issuer's dividend reinvestment plan and the amount listed includes the number of common shares reflected in the most up-to-date information available.

(3) Amount listed is the most up-to-date information available regarding holdings in the Worthington Industries, Inc. Deferred Profit Sharing Plan Fund which invests in common shares of the Issuer.

(4) This non-qualified stock option was granted out of the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and vested at 20% per year beginning on the first anniversary of the grant date, the date listed is the first day any portion of the option vested. This option was due to expire on June 1, 2016.

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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