#### **WORTHINGTON INDUSTRIES INC**

Form 4 July 01, 2014

### FORM 4

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

**OMB APPROVAL OMB** 3235-0287

Check this box if no longer subject to Section 16.

Number: January 31, Expires:

2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

Issuer

**ROSE B ANDREW** 

Symbol

5. Relationship of Reporting Person(s) to

**WORTHINGTON INDUSTRIES** INC [WOR]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

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

(Month/Day/Year) 200 OLD WILSON BRIDGE ROAD 06/30/2014

below) **CFO** 

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

COLUMBUS, OH 43085

(State)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

` *	· · · · ·	Tab	ie i - Noii-	Derivative	Secur	mes Acq	uirea, Disposea c	n, or beneficia	any Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Shares	06/30/2014		A	11,000 (1)	A	\$ 0	442,372	D	
Common Shares	06/30/2014		F	3,462 (2)	D	\$ 43.04	438,910	D	
Common Shares	06/30/2014		F	30,495 (3)	D	\$ 43.04	408,415	D	
Common Shares							1,187	I	By spouse
Common Shares							10,665	I	Custodian for daughter,

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Sydney Rose Custodian for Common 10,665 Ι daughter, Shares Hannah Rose

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)	4. Transacti Code (Instr. 8)	5. Number or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	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	Amount or Number of Shares
Employee Stock Option (Right to	\$ 43.04	06/30/2014	A	9,000	06/30/2015(4)	06/29/2024	common shares	9,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
ROSE B ANDREW 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085			CFO			

# **Signatures**

Purchase)

/s/B. Andrew Rose by Dale T. Brinkman, as 07/01/2014 attorney-in-fact

> \*\*Signature of Reporting Person Date

2 Reporting Owners

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### **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 i.e. June 30, 2017.
- (2) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.
- (3) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.
- 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 6/30/2016 and 6/30/2017. The last day to exercise out of this option grant is 6/29/2024.

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.