

WORTHINGTON INDUSTRIES INC  
 Form 4  
 January 08, 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 \*  
 ANDERSON KERRII B

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)  
 01/30/2015

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Shares                   | 01/30/2015                           |  | P                              | 67 <sup>(1)</sup>   | \$ 29.946   | D  |  |
| Common Shares                   |                                      |  |                                |   | 436   | I  | By Spouse                                  |

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Phantom Stock                              | (2)  |                                      |  |                                |   | (3) (4)  | common shares   | 35   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ANDERSON KERRII B<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 |               |           | X       |       |

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Kerrii B. Anderson  
01/08/2016

\_\_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).

Upon review of Ms. Anderson's account with her broker, it was found that an oversight occurred when an acquisition of 67 common shares were purchased on January 30, 2015 but not reported until now. Ms. Anderson did not dispose of any Company common shares within six months of this purchase.

(1) The accounts track common shares on a one-for-one basis

Prior to October 1, 2014, the account balance related to the theoretical Company common shares deemed investment option could be immediately transferred to other deemed investment options under the terms of the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (the "2005 Plan").

The Company amended the 2005 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., the theoretical Company common shares deemed investment option) may not be transferred to an alternative deemed investment option under the 2005 Plan until distribution from the Plan. Distributions are made only in common shares of the Company and generally commence upon a participant's leaving the Company's Board of Directors.

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- (5) The amount reported reflects 35 additional unfunded theoretical common shares (i.e., phantom stock) credited to the reporting person's account pursuant to the dividend reinvestment feature of the 2005 Plan since September 24, 2015.

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