

RUSSELL MARK A
Form 4
August 24, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
RUSSELL MARK A

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)
08/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres/COO, Worthington Industri

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	08/22/2018		M		40,000 A \$ 13.25	D	
Common Shares	08/22/2018		F		24,845 (1) \$ 46.13	D	
Common Shares	08/22/2018		F		3,905 (2) \$ 46.13	D	
Common Shares	08/22/2018		D		3,667 (3) \$ 0	D	
Common Shares	08/22/2018		F		1,692 (2) \$ 46.13	D	

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Common Shares	08/22/2018	D	6,389 (3)	D	\$ 0	351,775	D	
Common Shares	08/22/2018	F	131 (2)	D	\$ 46.13	351,644	D	
Common Shares	08/22/2018	D	9,722 (3)	D	\$ 0	341,922	D	
Common Shares						18,068 (4)	I	By 401(k)

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

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SEC 1474
(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 Security (Instr. 3 and 4)
Non-qualified Stock Option (right to buy)	\$ 13.25	08/22/2018		M	40,000	07/16/2010(5) 07/16/2019	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RUSSELL MARK A 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085			Pres/COO, Worthington Industri	

Signatures

/s/Mark A. Russell by Dale T. Brinkman, as attorney-in-fact

08/24/2018

__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) Represents common shares withheld upon the exercise of the non-qualified stock option reported in Table II in order to satisfy the reporting person's tax withholding obligation upon such exercise.
- (2) Represents common shares withheld upon the vesting of restricted common shares in order to satisfy the reporting person's tax withholding obligation upon such vesting.
- (3) Represents forfeiture of restricted common shares.
- (4) Amount listed is the most up-to-date information available regarding holdings in the Company Stock Fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan and is based on a plan statement as of 7/31/2018.
- (5) 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.

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.