SCHNITZER MARDI
Form 4
December 15, 2010

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

**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

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHNITZER MARDI

(Last) (First) (Middle)

3200 NW YEON AVENUE

(Street)

PORTLAND, OR 97210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SCHNITZER STEEL INDUSTRIES INC [SCHN]

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | | | |
| Class A Common Stock | | | | | | | | 600 | D | |
| Class A Common Stock | | | | | | | | 600 | I | See Note (1) |
| Class A Common Stock | | | | | | | | 600 | I | See Note (2) |
| Class A Common | 12/13/2010 | | S | | 200 | D | $ 61.67 | 49,800 | I | By Trust (3) |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Stock | | | | | | | | | | |
| Class A Common Stock | 12/13/2010 | | S | | 17 | D | $ 61.6706 | 49,783 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 100 | D | $ 61.68 | 49,683 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 300 | D | $ 61.69 | 49,383 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 483 | D | $ 61.7 | 48,900 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 300 | D | $ 61.71 | 48,600 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 100 | D | $ 61.7403 | 48,500 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 783 | D | $ 61.75 | 47,717 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 34 | D | $ 61.7503 | 47,683 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 183 | D | $ 61.76 | 47,500 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 100 | D | $ 61.78 | 47,400 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 400 | D | $ 61.79 | 47,000 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 100 | D | $ 61.8 | 46,900 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 100 | D | $ 61.81 | 46,800 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | | 200 | D | $ 61.8175 | 46,600 | I | By Trust (3) |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Class A Common Stock | 12/13/2010 | | S | 100 | D | $ 61.8263 | 46,500 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 200 | D | $ 61.87 | 46,300 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 100 | D | $ 61.8706 | 46,200 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 200 | D | $ 61.88 | 46,000 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 100 | D | $ 61.9 | 45,900 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 100 | D | $ 61.9005 | 45,800 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 95 | D | $ 61.93 | 45,705 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 205 | D | $ 61.94 | 45,500 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 200 | D | $ 61.95 | 45,300 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 200 | D | $ 62.03 | 45,100 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 300 | D | $ 62.04 | 44,800 | I | By Trust (3) |
| Class A Common Stock | 12/13/2010 | | S | 100 | D | $ 62.05 | 44,700 | I | By Trust (3) |

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 Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Class B Common Stock | (4) | | | | | | | (4) | (4) | Class A Common Stock | 36,000 | |
| Class B Common Stock | (4) | | | | | | | (4) | (4) | Class A Common Stock | 149,740 | |
| Class B Common Stock | (4) | | | | | | | (4) | (4) | Class A Common Stock | 23,074 | |
| Class B Common Stock | (4) | | | | | | | (4) | (4) | Class A Common Stock | 23,074 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| SCHNITZER MARDI<br>3200 NW YEON AVENUE<br>PORTLAND, OR 97210 | | X | | |

# Signatures

| | |
|---|---|
| Richard C. Josephson, Attorney-in-Fact | 12/15/2010 |
| **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)** Shares held by Mardi S. Spitzer, as custodian under Oregon Uniform Transfers to Minors Act F/B/O David R. Lippman.

**(2)** Shares are held by Mardi S. Spitzer, as custodian under Oregon Uniform Transfers to Minors Act F/B/O Marc A. Lippman.

**(3)** Voting trust certificates or shares, as the case may be, are held by Mardi S. Schnitzer Family Trust U/A/D 9/17/97, Mardi S. Spitzer, Trustee (the "Mardi Trust").

**(4)** Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.

**(5)** Voting trust certificates or shares, as the case may be, are held by Mardi Spitzer, Trustee for Mardi Spitzer, et al, under Trust Agreement dated January 30, 1970.

**(6)** Voting trust certificates or shares, as the case may be, are held by Mardi S. Spitzer, Family Trustee, and Rita S. Philip and Gayle S. Romain, Independent Trustees, U/A/D December 22, 1994 F/B/O David R. Lippman.

**(7)** Voting trust certificates or shares, as the case may be, are held by Mardi S. Spitzer, Family Trustee, and Rita S. Philip and Gayle S. Romain, Independent Trustees, U/A/D December 22, 1994 F/B/O Marc A. Lippman.

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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