

WORTHINGTON INDUSTRIES INC  
 Form 4  
 November 30, 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 \*  
 ROSE B ANDREW

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)

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

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

200 OLD WILSON BRIDGE ROAD

11/29/2016

(Street)

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

COLUMBUS, OH 43085

(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 (A) or (D) Price   |  |   |
| Common Shares                   | 11/29/2016                           |  | M                              |   | 15,000 A \$ 11.81   | 448,685  | D   |
| Common Shares                   | 11/29/2016                           |  | F                              |   | 8,967 D \$ 57.72  | 439,718  | D   |
| Common Shares                   | 11/29/2016                           |  | M                              |   | 40,000 A \$ 13.25   | 479,718  | D   |
| Common Shares                   | 11/29/2016                           |  | F                              |   | 24,421 D \$ 57.72   | 455,297  | D   |
| Common Shares                   | 11/29/2016                           |  | M                              |   | 40,000 A \$ 12.05   | 495,297  | D   |

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|               |            |   |        |   |          |         |   |                                     |
|---------------|------------|---|--------|---|----------|---------|---|-------------------------------------|
| Common Shares | 11/29/2016 | F | 24,000 | D | \$ 57.72 | 471,297 | D |                                     |
| Common Shares |            |   |        |   |          | 1,187   | I | By spouse                           |
| Common Shares |            |   |        |   |          | 10,665  | I | Custodian for daughter, Sydney Rose |
| Common Shares |            |   |        |   |          | 10,665  | I | Custodian for daughter, 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) | 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 of Underlying Securities (Instr. 3 and 4) |               |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date  | Title         |
| Non-qualified stock option (right to buy)  | \$ 11.81   | 11/29/2016                           |  | M                              | 15,000  | 12/01/2009 <sup>(1)(2)</sup>                             | 12/01/2018   | common shares |
| Non-qualified stock option (right to buy)  | \$ 13.25   | 11/29/2016                           |  | M                              | 40,000  | 07/16/2010 <sup>(3)</sup>                                | 07/16/2019   | common shares |
| Non-qualified stock option (right to buy)  | \$ 12.05   | 11/29/2016                           |  | M                              | 40,000  | 07/02/2011 <sup>(4)</sup>                                | 07/02/2020   | common shares |

## Reporting Owners

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

## Signatures

/s/B. Andrew Rose by Dale T. Brinkman, as attorney-in-fact 11/30/2016

\_\_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) 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 6/26/17 and 6/26/18.
- (2) This option was granted out of the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and vests at 20% per year beginning on the first anniversary of the grant date (12/01/08). Date listed is the first day any portion of the option vests.
- (3) This option was granted out of the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and vests at 20% per year beginning on the first anniversary of the grant date (07/16/2009). Date listed is the first day any portion of the option vests.
- (4) This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date. Date listed is date on which the first 20% portion of the option will vest. Additional portions of 20% of the option vest annually on each of 07/02/2012, 07/02/2013, 07/02/2014, and 07/02/2015.

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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