

LYTTLE CATHERINE M

Form 4

April 06, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 LYTTLE CATHERINE M

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)
 04/04/2018

____ Director ____ 10% Owner
 ____X____ Officer (give title below) ____ Other (specify below)
 Vice President-Communications

COLUMBUS, OH 43085

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

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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)
Common Shares	04/04/2018		M	V Amount (A) or (D) Price 7,500 A \$ 20.21	32,059	D	
Common Shares	04/04/2018		M	9,000 A \$ 12.05	41,059	D	
Common Shares	04/04/2018		M	9,000 A \$ 23.1	50,059	D	
Common Shares	04/04/2018		M	9,000 A \$ 20.47	59,059	D	
Common Shares	04/04/2018		S	34,500 D \$ 40.65	24,559	D	

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Common
Shares

535 ⁽¹⁾

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 Underlying Security (Instr. 3 and 4)	8. An or Nu of Sh
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option (right to buy)	\$ 20.21	04/04/2018		M	7,500	07/01/2009 ⁽²⁾	07/01/2018	Common Shares
Non-qualified stock option (right to buy)	\$ 12.05	04/04/2018		M	9,000	07/02/2011 ⁽³⁾	07/02/2020	Common Shares
Non-qualified stock option (right to buy)	\$ 23.1	04/04/2018		M	9,000	06/30/2012 ⁽⁴⁾	06/30/2021	Common Shares
Non-qualified stock option (right to buy)	\$ 20.47	04/04/2018		M	9,000	06/29/2013 ⁽⁵⁾	06/29/2022	Common Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LYTTLE CATHERINE M
200 OLD WILSON BRIDGE ROAD
COLUMBUS, OH 43085

Vice President-Communications

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Catherine M.
Lyttle

04/06/2018

__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) 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 dated as of 4/2/2018.
- (2) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2003 Stock Option Plan and vested at 20% per year, beginning on the date listed.
- (3) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 1997 Amended and Restated Long-Term Incentive Stock Option Plan and vested at 20% per year, beginning on the date listed.
- (4) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the first day the first portion of the option vested. Additional portions of 33.33% of the option vested annually on 6/30/2013 and 6/30/2014.
- (5) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the day the first portion of the option vested. Additional portions of 33.33% of the option vested annually on 6/29/2014 and 6/29/2015.

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