

HAYEK JOSEPH B
Form 3
November 01, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â HAYEK JOSEPH B | | (Month/Day/Year) | WORTHINGTON INDUSTRIES INC [WOR] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 200 OLD WILSON BRIDGE ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| COLUMBUS,Â OHÂ 43085 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | VP and CFO | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares | 9,200 | D | Â |
| Common Shares | 2,000 | I | By IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|------------------|---------------|----------------------------|---------------------|---|---|
| Employee Non-Qualified Stock Option (Right to Buy) | 06/30/2015 ⁽¹⁾ | 06/30/2024 | Common Shares | 1,500 | \$ 43.04 | D | Â |
| Employee Non-Qualified Stock Option (Right to Buy) | 06/26/2016 ⁽²⁾ | 06/26/2025 | Common Shares | 2,000 | \$ 30.92 | D | Â |
| Employee Non-Qualified Stock Option (Right to Buy) | 06/30/2017 ⁽³⁾ | 06/30/2026 | Common Shares | 1,500 | \$ 42.3 | D | Â |
| Employee Non-Qualified Stock Option (Right to Buy) | 06/29/2018 ⁽⁴⁾ | 06/29/2027 | Common Shares | 1,200 | \$ 47.76 | D | Â |
| Employee Non-Qualified Stock Option (Right to Buy) | 06/28/2019 ⁽⁵⁾ | 06/28/2028 | Common Shares | 1,200 | \$ 42.91 | D | Â |
| Phantom Stock Acquired Under Deferred Compensation Plan | Â ⁽⁶⁾ | Â ⁽⁷⁾ | Common Shares | 851 | \$ ⁽⁸⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| HAYEK JOSEPH B 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | Â | Â | Â VP and CFO | Â |

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Joseph B. Hayek 11/01/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 and vested at 33.33% per year beginning on the first anniversary of the grant date. The date listed is the first day any portion of the non-qualified stock option vested.

(2) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan and vests at 33.33% per year beginning on the first anniversary of the 6/26/2015 grant date. The date listed is the first day any portion of the non-qualified stock option vested. The remaining 33.33% of the non-qualified stock option will vest on 6/26/2018.

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(3) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan and vests at 33.33% per year beginning on the first anniversary of the 6/30/2016 grant date. The date listed is the first date any portion of the non-qualified stock option vested.

(4) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan and vests at 33.33% per year beginning on the first anniversary of the 6/29/2017 grant date. The date listed is the first date any portion of the non-qualified stock option vested.

(5) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan and vests at 33.33% per year beginning on the first anniversary of the 6/28/2018 grant date. The date listed is the first date any portion of the non-qualified stock option will vest.

(6) Prior to October 1, 2014, the account balances related to the theoretical Worthington Industries, Inc. common share deemed investment option could be immediately transferred to other investment options under the terms of the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan, as amended (the "2005 NQ Plan").

(7) The 2005 NQ Plan provides that effective October 1, 2014 and thereafter, any amount credited in a participant's account to the phantom stock fund (i.e. theoretical Worthington Industries, Inc. common shares deemed investment option) may not be transferred to an alternative deemed investment option under the 2005 NQ Plan until distribution from the 2005 NQ Plan. Distributions are made only in common shares of Worthington Industries, Inc. and generally commence upon a person's leaving employment with Worthington Industries, Inc.

(8) The account under the 2005 NQ Plan tracks common shares on a one-for-one basis.

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.