

WORTHINGTON INDUSTRIES INC  
 Form 4  
 October 02, 2014

**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 \*  
 SCHIAVO MARY FACKLER

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)  
 09/30/2014

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

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Shares				V	40,462	D	

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)**

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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 or Value of Derivative Security (Instr. 3)
Phantom Stock	(1)	09/30/2014		I	7,192 (2)	(3) (4)	common shares	7,192 (2) \$ 37.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIAVO MARY FACKLER WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X			

## Signatures

/s/Dale T. Brinkman as attorney-in-fact for Mary Schiavo  
 \*\*Signature of Reporting Person  
 10/02/2014  
 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) The account tracks common shares on a one-for-one basis  
 The Company amended its Amended and Restated 2005 Deferred Compensation Plan for Directors (the "Plan") effective as of October 1, 2014. The amendment includes a provision that, effective October 1, 2014 and thereafter, any amount credited in a participant's account to the phantom stock fund (i.e., the theoretical Company common share deemed investment option) may not be transferred to an alternative deemed investment option under the Plan until distribution from the Plan. On September 30, 2014, the reporting person transferred a portion of the amount credited to the phantom stock fund to an alternative deemed investment option in order to diversify the deemed investment options to which the amount in her account under the Plan were credited.
- (3) Prior to October 1, 2014, the account balance related to the theoretical Company common share investment option could be immediately transferred to other deemed investment options under the terms of the Plan.  
 The amounts reported represent unfunded theoretical Company common shares (i.e., phantom stock) credited to the account of the reporting person under the Plan. Distributions are made only in common shares of the Company, and generally commence upon leaving the Company's Board of Directors.
- (4) The amount shown reflects an additional 50 theoretical Company common shares (i.e. phantom stock) which were credited pursuant to the dividend reinvestment feature of the Plan.

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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