

GILMORE GEOFFREY G
Form 4
July 31, 2017

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 *
GILMORE GEOFFREY G

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)
07/28/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President-Worthington Cylinder

COLUMBUS, OH 43085

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

(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)	(A) or (D)	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	Price		
Common shares	07/28/2017		M		5,000	\$ 12.05	D	
Common shares	07/28/2017		S		5,000	\$ 51.05	D	
Common shares	07/28/2017		M		7,500	\$ 14.84	D	
Common shares	07/28/2017		S		7,500	\$ 51.03	D	
Common shares	07/28/2017		M		20,000	\$ 20.47	D	

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Common shares 07/28/2017 S 20,000 D \$ 50.74 81,477 D

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 Amount of Underlying Securities (Instr. 3 and 4)
Non-qualified stock option (right to buy)	\$ 12.05	07/28/2017		M	5,000	07/02/2011 ⁽¹⁾ 07/02/2020	common shares
Non-qualified stock option (right to buy)	\$ 14.84	07/28/2017		M	7,500	09/02/2012 ⁽²⁾ 09/02/2021	common shares
Non-qualified stock option (right to buy)	\$ 20.47	07/28/2017		M	20,000	06/29/2013 ⁽³⁾ 06/29/2022	common shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILMORE GEOFFREY G 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085			President-Worthington Cylinder	

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Geoffrey G. Gilmore 07/31/2017

**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).

- This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 1997 Long-Term Investment Plan. Date listed is the first day any portion of the option will vest. Additional portions of 20% of the option vested annually on 07/02/2012, 07/02/2013, 07/02/2014 and 07/02/2015.
- (1) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 1997 Long-Term Investment Plan. Date listed is the first day any portion of the option will vest. Additional portions of 20% of the option vested annually on 07/02/2012, 07/02/2013, 07/02/2014 and 07/02/2015.
- (2) 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 9/02/2013 and 9/02/2014.
- (3) 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 vested. Additional portions of 33.33% of the option vested annually on 06/29/2014 and 06/29/2015.

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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