

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  
 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)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Shares                   | 04/04/2018                           |  | M                              | 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  |  |

Edgar Filing: LYTTLE CATHERINE M - Form 4

Common Shares 535 <sup>(1)</sup> I By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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 (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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Non-qualified stock option (right to buy)  | \$ 20.21   | 04/04/2018                           |  | M                              | 7,500  | 07/01/2009 <sup>(2)</sup> 07/01/2018                     | Common Shares   | 7                             |
| Non-qualified stock option (right to buy)  | \$ 12.05   | 04/04/2018                           |  | M                              | 9,000  | 07/02/2011 <sup>(3)</sup> 07/02/2020                     | Common Shares   | 9                             |
| Non-qualified stock option (right to buy)  | \$ 23.1  | 04/04/2018                           |  | M                              | 9,000  | 06/30/2012 <sup>(4)</sup> 06/30/2021                     | Common Shares   | 9                             |
| Non-qualified stock option (right to buy)  | \$ 20.47   | 04/04/2018                           |  | M                              | 9,000  | 06/29/2013 <sup>(5)</sup> 06/29/2022                     | Common Shares   | 9                             |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| LYTTLE CATHERINE M<br>200 OLD WILSON BRIDGE ROAD<br>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.

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.