

MCCONNELL JOHN P/OH

Form 4

December 07, 2018

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCCONNELL JOHN P/OH

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)

WORTHINGTON INDUSTRIES,  
INC., 200 OLD WILSON BRIDGE  
ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2018

☒ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman/Chief Exec Officer

(Street)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)                     |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| Common<br>Shares                      | 12/06/2018                              |                                                             | G                                    | V 3,000 D \$ 0                                                             | 1,682,224                                                                                                          | D                                                                       |                                                                                    |
| Common<br>Shares                      |                                         |                                                             |                                      |                                                                            | 12,415,982                                                                                                         | I                                                                       | By JMAC, Inc.                                                                      |
| Common<br>Shares                      |                                         |                                                             |                                      |                                                                            | 2,428,312                                                                                                          | I                                                                       | By the Porter<br>Rardin Trust<br>f/b/o John P.<br>McConnell and<br>Margaret Kollis |

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|               |            |   |   |     |   |      |                       |   |                                                                     |
|---------------|------------|---|---|-----|---|------|-----------------------|---|---------------------------------------------------------------------|
| Common Shares | 12/06/2018 | G | V | 600 | A | \$ 0 | 7,548                 | I | As custodian for his son, C.R.McConnell                             |
| Common Shares | 12/06/2018 | G | V | 600 | A | \$ 0 | 6,718                 | I | By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds |
| Common Shares |            |   |   |     |   |      | 118,000               | I | By The McConnell Family Trust                                       |
| Common Shares |            |   |   |     |   |      | 255,875               | I | By The Margaret R. McConnell Trust f/b/o Margaret Kollis            |
| Common Shares |            |   |   |     |   |      | 25,228 <sup>(1)</sup> | I | By the Worthington Industries, Inc. Deferred Profit Sharing Plan    |

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 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer                        | Other |
| MCCONNELL JOHN P/OH<br>WORTHINGTON INDUSTRIES, INC.<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 | X             | X         | Chairman/Chief<br>Exec Officer |       |

## Signatures

/S/ John P. McConnell by Dale T. Brinkman, as  
attorney-in-fact

12/07/2018

\_\_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 as of 11/30/2018.

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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