

CARTER JOHN D
 Form 4
 July 11, 2018

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

OMB APPROVAL

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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 *
 CARTER JOHN D

2. Issuer Name and Ticker or Trading Symbol
 SCHNITZER STEEL INDUSTRIES INC [SCHN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 299 SW CLAY STREET, SUITE 350
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/10/2018

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

PORTLAND, OR 97201

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 | | | |
| Class A Common Stock | 07/10/2018 | | S | | | | D | \$ 37.02 (1) | 62,454 | D | |
| Class A Common Stock | | | | | | | I | | 1,500 | I | By Trust (2) |
| Class A Common Stock | | | | | | | I | | 4,000 | I | By Trust (3) |
| Class A Common Stock | | | | | | | I | | 10,000 | I | By Trust |

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| | | | | | | | |
|----------------------|--|--------|---|--|--|--|---------------|
| Common Stock | | | | | | | (4) |
| Class A Common Stock | | 10,000 | I | | | | By Trust (5) |
| Class A Common Stock | | 10,000 | I | | | | By Trust (6) |
| Class A Common Stock | | 2,436 | I | | | | By Trust (7) |
| Class A Common Stock | | 10,000 | I | | | | By Trust (8) |
| Class A Common Stock | | 10,000 | I | | | | By Trust (9) |
| Class A Common Stock | | 10,000 | I | | | | By Trust (10) |

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.

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (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 |
| CARTER JOHN D 299 SW CLAY STREET SUITE 350 PORTLAND, OR 97201 | X | | | |

Signatures

Joseph J. Bradley,
Attorney-in-Fact

07/11/2018

 **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) This transaction was executed in multiple trades on reported date with prices ranging from \$36.60 - \$37.35, resulting in an average price of \$37.02. Schnitzer Steel Industries, Inc. ("Issuer") will provide upon request by the Commission staff or a security holder of the Issuer full information regarding the number of shares purchased or sold at each separate price.

(2) Shares are held by John D. Carter, Trustee of the Carter 1996 Children's Trust fbo Christopher L. Carter.

(3) Shares are held by John D. Carter, Trustee of the Carter 1996 Children's Trust fbo Douglas M. Carter.

(4) Shares are held by John D. Carter, Trustee of the John D. Carter 2012 Trust fbo Douglas M. Carter.

(5) Shares are held by 2011 Carter Children's Trust, between John D. Carter and Linda L. Carter as Trustors and John D. Carter as Trustee dated December 14, 2011 fbo Courtney Carter Charney.

(6) Shares are held by 2011 Carter Children's Trust, between John D. Carter and Linda L. Carter as Trustors and John D. Carter as Trustee dated December 14, 2011 fbo Christopher L. Carter.

(7) Shares are held by John D. Carter, Trustee of the John D. Carter 2011 Trust.

(8) Shares are held by John D. Carter, Trustee of the John D. Carter 2012 Trust fbo Christopher L. Carter.

(9) Shares are held by John D. Carter, Trustee of the John D. Carter 2012 Trust fbo Courtney Carter Charney.

(10) Shares are held by 2011 Carter Children's Trust, between John D. Carter and Linda L. Carter as Trustors and John D. Carter as Trustee dated December 14, 2011 fbo Douglas M. Carter.

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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