

RELIANCE STEEL & ALUMINUM CO
 Form 4
 May 30, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 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 *
 HOFFMAN JAMES DONALD

2. Issuer Name and Ticker or Trading Symbol
 RELIANCE STEEL & ALUMINUM CO [RS]

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

(Last) (First) (Middle)
 350 SOUTH GRAND AVENUE, SUITE 5100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2014

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Sr. VP, Operations

LOS ANGELES, CA 90071

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 Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|---|-----------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 05/28/2014 | | M | | 6,250 | A | \$ 33.7 | 19,425 ⁽¹⁾ | D | |
| Common Stock | 05/28/2014 | | M | | 25,000 | A | \$ 42.81 | 44,425 ⁽¹⁾ | D | |
| Common Stock | 05/28/2014 | | S | | 31,250 | D | \$ 72.36 ⁽²⁾ | 13,175 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | 473 ⁽³⁾ | I | Held by Trustee of Reliance |

| | | | |
|-----------------|-------|---|--|
| Common Stock | 3,148 | I | Steel & Aluminum Co. Employee Stock Ownership Plan Held by Trustee of Reliance Steel & Aluminum Co. 401(k) 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. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Options to Acquire Common Stock | \$ 33.7 | 05/28/2014 | | M | 6,250 | <u>(4)</u> 04/27/2016 | Common Stock | 6,250 | |
| Options to Acquire Common Stock | \$ 42.81 | 05/28/2014 | | M | 25,000 | <u>(6)</u> 02/23/2017 | Common Stock | 25,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOFFMAN JAMES DONALD 350 SOUTH GRAND AVENUE SUITE 5100 LOS ANGELES, CA 90071 | | | Sr. VP, Operations | |

Signatures

/s/ James D. Hoffman by William A. Smith II as his
Attorney-in-Fact

05/30/2014

__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) Includes 5,000 restricted shares subject to vesting over time.

The price reported represents the weighted average sale price of the shares disposed of. The actual sale prices ranged from \$72.31 to

(2) \$72.53. The Reporting Person has provided to the Issuer and hereby undertakes to provide upon request by the U.S. Securities and Exchange Commission Staff or a security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) The Issuer has received the allocation for the 2013 plan year under the Reliance Steel & Aluminum Co. Employee Stock Ownership Plan ("ESOP"). The Reporting Person acquired 76 ESOP shares for the 2013 plan year.

(4) The options vested and became exercisable in four equal annual installments beginning on April 27, 2010, which was the first anniversary of the date on which the options were granted.

(5) In the aggregate, the Reporting Person beneficially owns 12,500 options to acquire common stock (with an exercise price of \$55.73 per share and an expiration date of February 23, 2018) as of the date of this report. In addition, the Reporting Person beneficially owns an aggregate of 30,000 restricted stock units subject to performance and service criteria.

(6) The options vested and became exercisable in four equal annual installments beginning on February 23, 2011, which was the first anniversary of the date on which the options were granted.

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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