

SCHNITZER STEEL INDUSTRIES INC

Form 4

February 01, 2008

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 *
EDELSON JILL SCHNITZER

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)
3200 NW YEON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2008

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

PORTLAND, OR 97210

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | | | | | 300 | I | |
| | | | | | | | See Note (1) |
| Class A Common Stock | 01/30/2008 | | A(2) | | 1,562.5 | A | \$ 0 |
| | | | | | 5,215.043 | I | |
| | | | | | | | See Note (3) |

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

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SEC 1474 (9-02)

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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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Class B Common Stock | (4) | | | | | (4) | (4) | Class A Common Stock | 225,864 |
| Class B Common Stock | (4) | | | | | (4) | (4) | Class A Common Stock | 29,127 |
| Class B Common Stock | (4) | | | | | (4) | (4) | Class A Common Stock | 29,127 |
| Class B Common Stock | (4) | | | | | (4) | (4) | Class A Common Stock | 30,385 |
| Class B Common Stock | (4) | | | | | (4) | (4) | Class A Common Stock | 45,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDELSON JILL SCHNITZER 3200 NW YEON AVENUE PORTLAND, OR 97210 | X | X | | |

Signatures

Richard C. Josephson,
Attorney-In-Fact

02/01/2008

__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) By Jill Schnitzer Edelson, as custodian under Ohio Uniform Transfers to Minors Act, F/B/O Lauren R. Edelson.
- (2) Annual grant of deferred stock units to non-employee directors.
- (3) Deferred Shares that have been or will be credited to the reporting person's account under the issuer's Deferred Compensation Plan for Non-Employee Directors.
- (4) Class B Common Stock is immediately convertible on a one-for-one basis into Class A Common Stock and has no expiration date.
- (5) Voting trust certificates or shares, as the case may be, are held by Jill Schnitzer Edelson and Richard H. Edelson, Trustees U/A/D 2/22/95, F/B/O Jill Schnitzer Edelson (the "Jill Trust").
- (6) Voting trust certificates or shares, as the case may be, are held by Jill Schnitzer Edelson, Family Trustee, and Dina S. Meier, Independent Trustee, U/A/D December 22, 1994 F/B/O Brooke Danielle Edelson.
- (7) Voting trust certificates or shares, as the case may be, are held by Jill Schnitzer Edelson, Family Trustee, and Dina S. Meier, Independent Trustee, U/A/D December 22, 1994 F/B/O Lauren Rachelle Edelson.
- (8) Voting trust certificates or shares, as the case may be, are held by Jill Schnitzer Edelson, Family Trustee, and Dina S. Meier, Independent Trustee, U/A/D November 3, 1997 F/B/O Brendan Zane Edelson.
- (9) Shares are held by trust under Trust Agreement dated January 30, 1970 of which Jill Schnitzer Edelson is the primary beneficiary.

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.