

SCHNITZER STEEL INDUSTRIES INC  
Form 8-K  
January 30, 2009

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

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FORM 8-K  
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CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): January 28, 2009

SCHNITZER STEEL INDUSTRIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

OREGON (State or Other Jurisdiction of Incorporation)	0-22496 (Commission File Number)	93-0341923 (I.R.S. Employer Identification No.)
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3200 N.W. Yeon Ave. P.O. Box 10047 Portland, OR (Address of Principal Executive Offices)	97296-0047 (Zip Code)
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Registrant's Telephone Number Including Area Code: (503) 224-9900

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At the 2009 Annual Meeting of Shareholders on January 28, 2009, the Company's shareholders approved an amendment to the Company's 1993 Stock Incentive Plan (the "Plan") that increased the number of shares reserved for issuance under the Plan from 7,200,000 shares to 12,200,000 shares. Additional information regarding the Plan is contained in the Company's Proxy Statement dated December 17, 2008 for the 2009 Annual Meeting of Shareholders. A copy of the Plan, as amended, is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

10.1 1993 Stock Incentive Plan.

#### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCHNITZER STEEL INDUSTRIES, INC.  
(Registrant)

Dated: January 30, 2009

By: /s/ RICHARD C.  
JOSEPHSON  
Name: Richard C. Josephson  
Title: Senior Vice President