

MCPHERSON ROBERT C III
 Form 4
 April 15, 2013

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 *
 MCPHERSON ROBERT C III

2. Issuer Name and Ticker or Trading Symbol
 METALS USA HOLDINGS CORP.
 [MUSA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 04/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

C/O METALS USA HOLDINGS CORP., 2400 E. COMMERCIAL BLVD., SUITE 905

(Street)

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

FORT LAUDERDALE, FL 33308

(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		
Common Stock	04/12/2013		D	52,679	\$ 20.65	D	
					52,679 ⁽¹⁾		

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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
Stock Option (Right to Buy)	\$ 2.3	04/12/2013		D	18,863	(2) 11/30/2015	Common Stock	18,863
Stock Option (Right to Buy)	\$ 13.17	04/12/2013		D	40,000	(2) 09/13/2020	Common Stock	40,000
Stock Option (Right to Buy)	\$ 11.25	04/12/2013		D	27,000	(2) 01/01/2022	Common Stock	27,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCPHERSON ROBERT C III C/O METALS USA HOLDINGS CORP. 2400 E. COMMERCIAL BLVD., SUITE 905 FORT LAUDERDALE, FL 33308			SVP and CFO	

Signatures

/s/ William A. Smith II,
Attorney-in-Fact

04/15/2013

**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of February 6, 2013, by and among Reliance Steel & Aluminum Co. ("Reliance"), Metals USA Holdings Corp. ("Metals USA") and RSAC Acquisition Corp., a wholly-owned subsidiary of Reliance (the "Merger Agreement"), each share of Metals USA common stock owned by the reporting person immediately prior to the effective time of the Merger (as defined in the Merger Agreement) converted at the effective time into the right to receive \$20.65 in cash.
- (2) Pursuant to the terms of the Merger Agreement, each option to purchase Metals USA common stock owned by the reporting person, whether vested or unvested, that was outstanding immediately prior to the effective time of the Merger converted into the right to receive an amount in cash equal to the product of the number of shares of Metals USA common stock subject to the option and the excess, if any,

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of \$20.65 over the exercise price per share of such option, less any required withholding taxes.

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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