

Wagler Theresa E  
 Form 4  
 May 25, 2010

**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 \*  
 Wagler Theresa E

(Last) (First) (Middle)  
 7575 W. JEFFERSON BLVD.  
 (Street)

FORT WAYNE, IN 46804

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 STEEL DYNAMICS INC [STLD]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/21/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
| Common Stock                    | 05/21/2010                           |  | M <sup>(1)</sup>               | V   | 8,576   | A  | \$ 7 82,137                       | D |
| Common Stock                    | 05/21/2010                           |  | F                              |   | 45  | D  | \$ 13.88 82,092                   | D |
| Common Stock                    | 05/21/2010                           |  | F                              |   | 3,500   | D  | \$ 13.93 78,592                   | D |
| Common Stock                    | 05/21/2010                           |  | F                              |   | 300   | D  | \$ 13.94 78,292                   | D |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy)       | \$ 7   | 05/21/2010                           |  | M <sup>(2)</sup>               | 8,576   | 11/21/2005 05/21/2010                                    | Common Stock  | 8,576                      |
| Employee Stock Option (right to buy)       | \$ 13.57   | 05/21/2010                           |  | A <sup>(3)</sup>               | 4,422   | 11/21/2010 05/21/2015                                    | Common Stock  | 4,422                      |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Wagler Theresa E<br>7575 W. JEFFERSON BLVD.<br>FORT WAYNE, IN 46804 |               |           | Executive Vice President & CFO |       |

## Signatures

Theresa E. Wagler  
05/24/2010  
Date

\*\*Signature of Reporting Person

## 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) Acquisition of stock pursuant to exercise of employee stock option, exempt from Section 16(b) under Rule 16b-3(d) and Rule 16b-6.

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- (2) Disposition to issuer of option, exempt from Section 16(b) under Rule 16b-3(e).

Formula stock option grant, but provided by order of the Compensation Committee and Board, for purposes of this grant date, at 75% of

- (3) the otherwise applicable dollar amount per grantee, pursuant to the 2006 Equity Incentive Plan and exempt from Section 16(b) pursuant to Rule 16b-3.

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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