Krohn Roger JR Form 4 April 15, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

SVP - Operations

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Krohn Roger JR Issuer Symbol

METALS USA HOLDINGS CORP. (Check all applicable) [MUSA]

(Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 04/12/2013

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

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

FORT LAUDERDALE, FL 33308

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Price Amount Common

04/12/2013 D 140,318 (1) D 140,318 20.65 Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.3	04/12/2013		D	8,236	(2)	11/30/2015	Common Stock	8,236
Stock Option (Right to Buy)	\$ 13.17	04/12/2013		D	22,500	(2)	09/13/2020	Common Stock	22,500
Stock Option (Right to Buy)	\$ 11.25	04/12/2013		D	15,000	(2)	01/01/2022	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ahu Dagau ID							

Krohn Roger JR C/O METALS USA HOLDINGS CORP. 2400 E. COMMERCIAL BLVD., SUITE 905 FORT LAUDERDALE, FL 33308

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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).
- 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. 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.