

JORGENSEN EARLE M CO /DE/

Form 4

April 22, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Henry Kenneth L

(Last) (First) (Middle)

C/O EARLE M. JORGENSEN
COMPANY, 10650 ALAMEDA
STREET

(Street)

LYNWOOD, CA 90262

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
JORGENSEN EARLE M CO /DE/
[JOR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Exec. Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/20/2005		J(1)(2)	11,557	A (1) (2)	11,557	D
Common Stock	04/20/2005		J(1)(2)	117,728	A (1) (2)	117,728 (1) (2)	I (1) (2) By Stock Bonus Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 1.8933	04/20/2005		<u>J(1)(2)</u>		44,103		04/20/2005	07/31/2007	Common Stock	44,103
Stock Option (right to buy)	\$ 4.3818	04/20/2005		<u>J(1)(2)</u>		44,103		04/20/2005	07/31/2008	Common Stock	44,103
Stock Option (right to buy)	\$ 3.1234	04/20/2005		<u>J(1)(2)</u>		17,641		04/20/2005	07/31/2009	Common Stock	17,641
Stock Option (right to buy)	\$ 4.1438	04/20/2005		<u>J(1)(2)</u>		26,462		04/20/2005	07/31/2010	Common Stock	26,462
Stock Option (right to buy)	\$ 4.6256	04/20/2005		<u>J(1)(2)</u>		17,641		04/20/2005	07/31/2011	Common Stock	17,641
Stock Option (right to buy)	\$ 4.4102	04/20/2005		<u>J(1)(2)</u>		17,641		04/20/2005	07/31/2012	Common Stock	17,641

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Henry Kenneth L C/O EARLE M. JORGENSEN COMPANY	Exec. Vice President

10650 ALAMEDA STREET
LYNWOOD, CA 90262

Signatures

/s/ William S. Johnson, as
Attorney-in-Fact

04/20/2005

__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).

Prior to the transaction reported on this form, Mr. Henry owned (i) 5,101 shares of the common stock of Earle M. Jorgensen Holding Company, Inc. (the "Holding Common Stock"), (ii) 31,671 shares of Holding Common Stock, 307 shares of Holding's series B preferred stock ("Holding Series B Preferred Stock") and 1,706 shares of Holding's 13% Cumulative Preferred Stock ("Holding Series A Preferred Stock") allocated to Mr. Henry's stock bonus plan account, (iii) 13,899 shares of Holding Common Stock and 547 shares of Holding Series A Preferred Stock held by Mr. Henry in his directed account under the stock bonus plan, (iv) 156 shares of Holding Series A Preferred Stock, and (v) fully vested options exercisable for 167,591 shares of Holding Common Stock. Pursuant to a merger and financial restructuring that is exempt under Rule 16b-7, among other things, (Continued in Footnote 2)

- (1) (a) each share of Holding Common Stock was exchanged for one share of the Issuer's common stock, (b) each share of Holding Series A Preferred Stock was exchanged for \$403.75 in cash and 41.29 shares of the Issuer's common stock, without giving effect to the holdback of shares in respect of the underwriters' over-allotment option, (c) each share of Holding Series B Preferred Stock was exchanged for (2) \$494.38 in cash and 50.56 shares of the Issuer's common stock, without giving effect to the holdback of shares in respect of the underwriters' over-allotment option, and (d) each stock option that had been exercisable for shares of Holding Common Stock became exercisable for an equal number of shares of the Issuer's common stock at the same exercise prices and on the same terms and conditions as provided in the Holding stock option agreements and stock option plan.

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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