

WORTHINGTON INDUSTRIES INC
 Form 4
 October 09, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 MCCONNELL JOHN P/OH

2. Issuer Name and Ticker or Trading Symbol
 WORTHINGTON INDUSTRIES INC [WOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman/Chief Exec Officer

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(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

COLUMBUS, OH 43085

(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		
				Code	V	Amount	
Common Shares	10/05/2007		M	A	60,000	\$ 18.5625	1,201,489 D
Common Shares	10/05/2007		S	D	40,000	\$ 24.5912	1,161,489 D
Common Shares							21,205 ⁽¹⁾ I Cust Acct/son, J.H. McConnell, II
Common Shares							23,991 ⁽²⁾ I Cust Acct/daughter J.R. McConnell
							21,581 ⁽²⁾ I

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Common Shares						Cust Acct/son P. W. McConnell
Common Shares		1,914 ⁽²⁾	I			Cust Acct/son C.R. McConnell
Common Shares		1,807 ⁽²⁾	I			CustAcct/Luke A. Edmonds by Amy McConnell
Common Shares		255,875	I			Trustee-Margaret McConnell Trust f/b/o Margaret Kollis
Common Shares		118,000	I			Trustee-McConnell Family Trust
Common Shares		14,710 ⁽¹⁾	I			By 401(k) Plan

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)

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
Employee Stock Option (Right to Purchase)	\$ 18.5625	10/05/2007		M	60,000	11/20/1998 ⁽³⁾	11/19/2007	common shares	60,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCCONNELL JOHN P/OH
WORTHINGTON INDUSTRIES, INC.
200 OLD WILSON BRIDGE ROAD
COLUMBUS, OH 43085

X

Chairman/Chief
Exec Officer

Signatures

/s/John P.

McConnell

10/09/2007

**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) Amount listed is the most up-to-date information available regarding holdings in the Company Plan Fund which invests in Common Shares of the Company.
- (2) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.
This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vests at 20% per year beginning on
- (3) the first anniversary of the grant date (11/20/1998). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 11/20/99, 11/20/2000, 11/20/2001 and 11/20/2002. This option expires 11/19/2007.

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.