

WORTHINGTON INDUSTRIES INC

Form 4

October 12, 2004

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)
10/11/2004

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Shares | | | | | 888,389 | D | |
| Common Shares | 10/11/2004 | | M | | 6,000 | A | \$ 9.3 |
| Common Shares | 10/11/2004 | | P | | 100 | A | \$ 21.84 |
| Common Shares | 10/11/2004 | | P | | 900 | A | \$ 21.85 |
| | | | | | 18,799 | I | |

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| | | | | | | |
|---------------|-----------------------|---|--|--|--|--|
| Common Shares | | | | | | Cust Acct/son J.H. McConnell, II |
| Common Shares | 19,154 | I | | | | Cust Acct/daughter J.R. McConnell |
| Common Shares | 17,017 | I | | | | Cust Acct/son P.W. McConnell |
| Common Shares | 118,000 | I | | | | Trustee of McConnell Family Trust |
| Common Shares | 12,218 ⁽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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Purchase) | \$ 9.3 | 10/11/2004 | | M | 6,000 | 03/30/2002 ⁽²⁾ 03/30/2011 | Common Shars | 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

| | 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

10/12/2004

 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) The amount listed is based on a plan statement dated as of September 24, 2004, which reflects the most up-to-date information available regarding holdings in the fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan which invests in common shares of the Issuer. Between June 25, 2004 and September 24, 2004, the reporting person acquired 60 common shares in that fund.

(2) This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date (3/30/01). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 3/30/03 and 3/30/04. The remaining portion of the option will vest as to 20,000 common shares on each of 3/30/05 and 3/30/06. The option was also exercised in respect of 20,000 common shares on July 1, 2003.

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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