

WORTHINGTON INDUSTRIES INC

Form 4

July 08, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**BRINKMAN DALE T**

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)  
**200 OLD WILSON BRIDGE ROAD**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**07/03/2008**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP-Admin & Secretary**

**COLUMBUS, OH 43085**

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Shares                   | 07/03/2008                           |  | M                              | 29,000 A \$ 13  | 56,196  | D  |   |
| Common Shares                   | 07/03/2008                           |  | F                              | 20,533 D \$ 18.36   | 35,663  | D  |   |
| Common Shares                   | 07/03/2008                           |  | F                              | 3,845 D \$ 18.36  | 31,818  | D  |   |
| Common Shares                   | 07/07/2008                           |  | S                              | 4,500 D \$ 18.49  | 27,318  | D  |   |
| Common Shares                   |                                      |  |                                |   | 47 <sup>(1)</sup>   | I  | By 401(k) Plan  |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Purchase)  | \$ 13  | 07/03/2008                           |  | M                              | 29,000  | 11/18/1999 <sup>(2)</sup> 11/17/2008                     | common shares 29,000  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| BRINKMAN DALE T<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 |               |           | VP-Admin & Secretary |       |

## Signatures

/s/Dale T. Brinkman 07/08/2008

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.  
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 (11/18/1998). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 11/18/2000, 11/18/2001, 11/18/2002 and 11/18/2003. The last day to exercise out of this option grant is 11/17/2008.

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