

WORTHINGTON INDUSTRIES INC  
 Form 3  
 February 23, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Lockard Matthew A		(Month/Day/Year)	WORTHINGTON INDUSTRIES INC [WOR]	
(Last)	(First)	(Middle)	02/20/2009	
200 OLD WILSON BRIDGE ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
COLUMBUS,Â OHÂ 43085			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP Corp Dev & Treasurer	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Shares	1,500	D	Â
Common Shares	7,146 <sup>(1)</sup>	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock, acquired under deferred compensation plan	Â (2)	Â (3)	common shares	540	\$ (4)	D	Â
Employee Stock Option (Right to Purchase)	05/19/2001(5)	05/18/2000	common shares	600	\$ 12	D	Â
Employee Stock Option (Right to Purchase)	03/30/2002(5)	03/29/2011	common shares	4,000	\$ 9.3	D	Â
Employee Stock Option (Right to Purchase)	06/03/2003(5)	06/02/2012	common shares	9,000	\$ 15.15	D	Â
Employee Stock Option (Right to Purchase)	06/02/2004(5)	06/01/2013	common shares	8,000	\$ 15.26	D	Â
Employee Stock Option (Right to Purchase)	06/01/2005(6)	05/31/2014	common shares	10,000	\$ 19.2	D	Â
Employee Stock Option (Right to Purchase)	06/01/2007(6)	05/31/2016	common shares	10,000	\$ 17.01	D	Â
Employee Stock Option (Right to Purchase)	07/02/2008(6)	07/01/2017	common shares	10,000	\$ 18.17	D	Â
Employee Stock Option (Right to Purchase)	07/01/2009(6)	06/30/2018	common shares	10,000	\$ 22.73	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lockard Matthew A 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	Â	Â	Â VP Corp Dev & Treasurer	Â

## Signatures

/s/Matthew A.  
Lockard

02/23/2009

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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)

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The account balances related to the theoretical common shares may be immediately transferred to other investment options under the terms of the deferred compensation plans.

- (3) These are unfunded accounts under Worthington Industries, Inc.'s deferred compensation plan invested in phantom stock. Distributions are made only in cash, and generally commence upon retirement or other termination of employment.
- (4) The accounts track common shares on a one-for-one basis
- (5) This non-qualified stock option was granted out of the Company's 1990 Stock Option Plan and vests at 20% per year. Date listed is the first day the options were available.
- (6) This non-qualified stock option was granted out of the Company's 2003 Stock Option Plan and vests at 20% per year. Date listed is the first day the options were available.

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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