

Lockard Matthew A  
Form 4  
March 05, 2010

**FORM 4**

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

OMB APPROVAL

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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 \*  
Lockard Matthew A

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)  
03/04/2010

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP Corp Dev & Treasurer

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	03/04/2010		M	600 A \$ 12	2,100	D	
Common Shares	03/04/2010		S	510 D \$ 16.5226	1,590	D	
Common Shares					7,900 <sup>(1)</sup>	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)



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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 non-qualified stock option was granted out of the Worthington Industries, Inc. 1990 Stock Option Plan and vests at 20% per year
- (2) beginning on the first anniversary of the grant date. Date listed is the first day any portion of the option will vest. Additional portions of 20% of the option vest annually on 05/19/2002, 05/19/2003, 05/19/2004, and 05/19/2005. This option expires on 05/18/2010
  - (3) The accounts track common shares on a one-for-one basis
  - (4) 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.
  - (5) 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.
  - (6) The amount reported represents 18 additional unfunded theoretical common shares (i.e., phantom stock) credited to participant's account pursuant to the dividend reinvestment feature of the Worthington Industries, Inc.'s Deferred Compensation Plans.

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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