

MCCONNELL JOHN P/OH
Form 4
March 30, 2011

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 *
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)
03/28/2011

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)
			Code	V Amount (A) or (D) Price			
Common Shares	03/28/2011		M	74,000 A \$ 9.3	1,252,225	D	
Common Shares	03/28/2011		F	37,000 D \$ 19.75	1,215,225	D	
Common Shares					12,415,982 (1)	I	By JDEL, Inc. (1)
Common Shares					2,428,312	I	By the Porter Rardin Trust f/b/o John P.

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Common Shares	22,557 ⁽²⁾	I	McConnell and Margaret Kollis As custodian for his son, J. H. McConnell, II ⁽²⁾
Common Shares	28,469 ⁽²⁾	I	As custodian for his daughter, J.R. McConnell ⁽²⁾
Common Shares	24,875 ⁽²⁾	I	As custodian for his son, P. W. McConnell ⁽²⁾
Common Shares	4,108 ⁽²⁾	I	As custodian for his son, C.R.McConnell ⁽²⁾
Common Shares	3,377 ⁽²⁾	I	By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds ⁽²⁾
Common Shares	118,000	I	By The McConnell Family Trust
Common Shares	255,875	I	By The Margaret R. McConnell Trust f/b/o Margaret Kollis
Common Shares	19,731 ⁽³⁾	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan ⁽³⁾
Common Shares	442,600 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾

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

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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)	\$ 9.3	03/28/2011		M	74,000	03/30/2001 ⁽⁵⁾ 03/30/2011	common shares 74,000

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/ Dale T. Brinkman, as attorney-in-fact for John P. McConnell 03/30/2011

__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).

- These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned subsidiary of
- (1) JMAC, Inc., a private investment company substantially owned, directly or indirectly, by John P. McConnell and certain entities with whom John P. McConnell is affiliated.
 - (2) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.
 - (3) 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.
 - (4) These Common Shares are held in the Estate of John H. McConnell (the "Estate"). John P. McConnell is a co-executor and beneficiary of the Estate, and disclaims beneficial ownership of these Common Shares except to the extent of his pecuniary interest therein.
 - (5) This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date. Date listed is date on which the first 20% portion of the option will vest. Additional portions of 20% of the option vest annually on each of 03/30/2002, 03/30/2003, 03/30/2004, and 03/30/2005. This option expires on 3/30/2011.

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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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