

WORTHINGTON INDUSTRIES INC
 Form 4
 April 26, 2007

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 *
 Ponko Edmund L

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 RD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/24/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres. Dietrich Industries

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	04/24/2007		M	10,000	A \$ 13	10,000	D
Common Shares	04/24/2007		S	6,940	D \$ 23.024	3,060	D

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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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	04/24/2007		M	10,000	11/18/1999 ⁽¹⁾ 11/17/2008	common shares 10,000
Phantom Stock	⁽²⁾					⁽³⁾ ⁽⁴⁾	common shares 11,380

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ponko Edmund L 200 OLD WILSON BRIDGE RD. COLUMBUS, OH 43085			Pres. Dietrich Industries	

Signatures

/s/ Dale T. Brinkman, as attorney-in-fact for Edmund L. Ponko, Jr. 04/25/2007

⁽¹⁾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) This 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 are available.
 - (2) The accounts track common shares on a one-for-one basis
 - (3) 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.
 - (4) 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.
- Amount listed is the most up-to-date information available regarding phantom stock acquired as a result of reinvestment of dividends
- (5) pursuant to the Worthington Industries Dividend Reinvestment Plan and Stock Purchase Plan as of April 24, 2007. Between June 2, 2006 and April 24, 2007, 200 common shares were acquired through dividend reinvestments in that fund.

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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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