

MCCONNELL JOHN P/OH
Form 4
July 02, 2008

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)
07/01/2008

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)
Common Shares				(A) or (D) Code V Amount (D) Price	12,415,982 (1)	I	By JDEL, Inc. (1)
Common Shares					2,428,312 (2)	I	By the Porter Rardin trust f/b/o John P. McConnell and Margaret Kollis (2)
Common Shares					1,166,539	D	

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Common Shares	22,427 ⁽³⁾	I	As custodian for his son, J. H. McConnell, II
Common Shares	25,662 ⁽³⁾	I	custodian for his daughter, J.R. McConnell
Common Shares	23,206 ⁽³⁾	I	Custodian for son, P. W. McConnell
Common Shares	3,824 ⁽³⁾	I	Custodian for son, C.R.McConnell
Common Shares	3,053 ⁽³⁾	I	By Spouse, Amy McConnell, as custodian for son, Luke A. Edmonds
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	15,846 ⁽⁴⁾	I	By 401(k) Plan Worthington Industries, Inc. Deferred Profit Sharing Plan) ⁽⁴⁾

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

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.

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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 Security (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Num Share	
Employee Stock Option (Right to Purchase)	\$ 20.21		07/01/2008	A	100,000	07/01/2009 ⁽⁵⁾	06/30/2018	common shares	100

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

07/02/2008

__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) These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned subsidiary of 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. Effective May 2, 2008, following the death of John H. McConnell, the directors of JDEL granted John P. McConnell sole voting power and sole investment power with respect to these Common Shares.
- (2) These Common Shares are held by The Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis. Following the death of John H. McConnell, John P. McConnell may be deemed to have acquired shared voting and dispositive power with respect to such Common Shares by virtue of his right of prior approval of the voting and dispositive powers held by the independent corporate trustee.
- (3) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.
- (4) 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.
- (5) This non-qualified stock option was granted out of the Worthington Industries, Inc. 2003 Stock Option Plan and vests at 20% per year 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 07/01/2010, 07/01/2011, 07/01/2012, and 07/01/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.