

MCCONNELL JOHN P/OH
 Form 4
 July 02, 2012

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman/Chief Exec Officer

(Last) (First) (Middle)
 WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2012

(Street)
 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

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	06/29/2012		A	V Amount 20,000 (1)	(A) or (D) Price \$ 0	D	
Common Shares					12,415,982 (2)	I	By JDEL, Inc. (2)
Common Shares					2,428,312	I	By the Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis

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Common Shares		22,602 ⁽³⁾	I	As custodian for his son, J. H. McConnell, II ⁽³⁾
Common Shares		29,454 ⁽³⁾	I	As custodian for his daughter, J.R. McConnell ⁽³⁾
Common Shares		25,231 ⁽³⁾	I	As custodian for his son, P. W. McConnell ⁽³⁾
Common Shares		4,229 ⁽³⁾	I	As custodian for his son, C.R.McConnell ⁽³⁾
Common Shares		3,461 ⁽³⁾	I	By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds ⁽³⁾
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		22,161 ⁽⁴⁾	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan ⁽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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Purchase)	\$ 20.47	06/29/2012	A		80,000		06/29/2013 ⁽⁵⁾	06/28/2022	common shares	20,000	

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/ John P. McConnell by Dale T. Brinkman, as attorney-in-fact 07/02/2012

__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) An award of restricted stock was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. The restricted stock will vest on the third anniversary (June 29, 2015).
These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned subsidiary of
- (2) 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.
- (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 pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan. Date listed is the first day any portion of the option will vest. Additional portions of 33.33% of the option vest annually on 6/29/2014 and 6/29/2015. The last day to exercise out of this option grant is 6/28/2022.

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.