

MCCONNELL JOHN P/OH
 Form 4
 May 13, 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 *
 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)
 05/12/2010

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

WORHTINGTON 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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Shares | 05/12/2010 | | M | | 70,000 | A | \$ 12 | 1,236,539 | D | |
| Common Shares | 05/12/2010 | | F | | 58,314 | D | \$ 16.1 | 1,178,225 | D | |
| Common Shares | | | | | | | | 12,415,982 | 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 | 22,525 ⁽²⁾ | I | McConnell and Margaret Kollis As custodian for his son, J. H. McConnell, II ⁽²⁾ |
| Common Shares | 27,777 ⁽²⁾ | I | As custodian for his daughter, J.R. McConnell ⁽²⁾ |
| Common Shares | 24,562 ⁽²⁾ | I | As custodian for his son, P. W. McConnell ⁽²⁾ |
| Common Shares | 4,022 ⁽²⁾ | I | As custodian for his son, C.R.McConnell ⁽²⁾ |
| Common Shares | 3,285 ⁽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 | 19,152 ⁽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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(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) | \$ 12 | 05/12/2010 | | M | 70,000 | 05/19/2001 ⁽⁵⁾ 05/18/2010 | common shares 70,000 |

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 05/13/2010

__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.
- This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vested at 20% per year beginning on
- (5) the first anniversary of the grant date (5/19/2001). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 5/19/2002, 5/19/2003, 5/19/2004, and 5/19/2005. This option expires on 5/18/2010.

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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