

WELCH RICHARD G  
Form 4  
December 12, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
WELCH RICHARD G

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 ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/11/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Controller

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                   | 12/11/2012                           |  | M                              | 2,000   | \$ 15.26  | 19,746   | D                                 |
| Common Shares                   | 12/11/2012                           |  | S                              | 1,531   | \$ 23.67  | 18,215   | D                                 |
| Common Shares                   | 12/11/2012                           |  | M                              | 6,000   | \$ 19.2   | 24,215   | D                                 |
| Common Shares                   | 12/11/2012                           |  | S                              | 5,251   | \$ 23.67  | 18,964   | D                                 |
| Common Shares                   | 12/11/2012                           |  | M                              | 6,000   | \$ 17.01  | 24,964   | D                                 |

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Common Shares      12/11/2012      S      4,885      D      \$ 23.67      20,079      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)

**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) | Am or Num of Sha |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title            |
| Employee Stock Option (Right to Purchase)                | \$ 15.26   | 12/11/2012                           |  | M                              | 2,000   | 06/02/2004 <sup>(1)</sup> 06/01/2013                     | common shares   | 2,               |
| Employee Stock Option (Right to Purchase)                | \$ 19.2  | 12/11/2012                           |  | M                              | 6,000   | 06/01/2005 <sup>(2)</sup> 05/31/2014                     | common shares   | 6,               |
| Employee Stock Option (Right to Purchase)                | \$ 17.01   | 12/11/2012                           |  | M                              | 6,000   | 06/01/2006 <sup>(3)</sup> 05/31/2015                     | common shares   | 6,               |
| Phantom Stock, acquired under deferred compensation plan | <sup>(4)</sup>   |                                      |  |                                |   | <sup>(5)</sup> <sup>(6)</sup>                            | common shares   | 0                |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

WELCH RICHARD G  
200 OLD WILSON BRIDGE ROAD  
COLUMBUS, OH 43085

Controller

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Richard G.  
Welch

12/12/2012

\_\_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) This option was granted out of 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 the first day any portion of the option will vest. Additional portions of 20% of the option vest annually on 06/01/2005, 06/01/2006, 06/01/2007, and 06/01/2008.

(2) This 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 06/01/2006, 06/01/2007, 06/01/2008 and 06/01/2009.

(3) This 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 06/01/2007, 06/01/2008, 06/01/2009 and 06/01/2010.

(4) The accounts track common shares on a one-for-one basis

(5) 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.

(6) 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.

(7) The amount shown reflects additional theoretical common shares (i.e. phantom stock) credited pursuant to the dividend reinvestment feature of Worthington Industries, Inc.'s Deferred Compensation Plan

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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