

WORTHINGTON INDUSTRIES INC

Form 4

April 07, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
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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 \*  
ENDRES MICHAEL J2. 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)

WORTHINGTON INDUSTRIES,  
INC., 200 OLD WILSON BRIDGE  
ROAD3. Date of Earliest Transaction  
(Month/Day/Year)  
03/24/2006☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify  
below)

(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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |

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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) |                    |                  |                                        |         |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|--------------------|------------------|----------------------------------------|---------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                 | Date<br>Exercisable                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of<br>Shares |         |
| Phantom<br>Stock                                    | <u>(1)</u>                                                         | 03/24/2006                              |                                                             | A                                    |                                                                                                                    | 52                                                             |                                                                     | <u>(2)</u>                                          | <u>(3)</u>         | Common<br>shares | 52                                     | \$ 19.2 |
| Phantom<br>Stock                                    | <u>(1)</u>                                                         | 03/29/2006                              |                                                             | A                                    |                                                                                                                    | 173                                                            |                                                                     | <u>(2)</u>                                          | <u>(3)</u>         | Common<br>Shares | 173 <u>(4)</u>                         | \$ 19.8 |
| Phantom<br>Stock                                    | <u>(1)</u>                                                         | 04/04/2006                              |                                                             | A                                    |                                                                                                                    | 49                                                             |                                                                     | <u>(2)</u>                                          | <u>(3)</u>         | Common<br>Shares | 49                                     | \$ 20.5 |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                      | Director      | 10% Owner | Officer | Other |
| ENDRES MICHAEL J<br>WORTHINGTON INDUSTRIES, INC.<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 | X             |           |         |       |

## Signatures

/s/Dale T. Brinkman as attorney-in-fact for Michael J.  
Endres

04/07/2006

                     \*\*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) The accounts track common shares on a one-for-one basis

(2) 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.

The amounts reported represent unfunded theoretical common shares (i.e., phantom stock) credited to the accounts of the reporting person  
(3) under Worthington Industries, Inc.'s Deferred Compensation Plan for Directors. Distributions are made only in cash, and generally commence upon leaving the Company's Board of Directors.

(4) Amount of Securities Beneficially Owned reflects the current number of shares owned as a result of an acquisition of common shares obtained through the Issuer's Dividend Reinvestment 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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