

WORTHINGTON INDUSTRIES INC

Form 4

May 20, 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)

WORTHINGTON INDUSTRIES,
INC., 200 OLD WILSON BRIDGE
ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2008

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Shares | 05/02/2008 | | J | 12,415,982 | A \$ 0 | 12,415,982 (1) | I By JDEL, Inc. (1) |
| Common Shares | 05/02/2008 | | J | 2,428,312 | A \$ 0 | 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 | | 22,405 | I | As custodian for his son, J. H. McConnell, II |
| Common Shares | | 25,191 | I | custodian for his daughter, J.R. McConnell |
| Common Shares | | 22,781 | I | Custodian for son, P. W. McConnell |
| Common Shares | | 3,763 | I | Custodian for son, C.R.McConnell |
| Common Shares | | 3,007 | 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 | | 15,701 ⁽³⁾ | I | By 401(k) Plan Worthington Industries, Inc. Deferred Profit Sharing Plan) ⁽³⁾ |

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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Report |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|--|

Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

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

05/20/2008

__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) 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.

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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