

WORTHINGTON INDUSTRIES INC  
Form DEF 14A  
August 16, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. \_\_ )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Worthington Industries, Inc.**

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(Name of Registrant as Specified In Its Charter)

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(2) Form, Schedule or Registration Statement No.:

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200 Old Wilson Bridge Road

Columbus, OH 43085

August 16, 2012

Dear Fellow Shareholders:

On behalf of the Board of Directors and employees of Worthington Industries, Inc. (the "Company"), I cordially invite our shareholders to the 2012 Annual Meeting of Shareholders (the "Annual Meeting") of the Company to be held on Thursday, September 27, 2012, at Worthington Industries Headquarters, 200 Old Wilson Bridge Road, Columbus, Ohio 43085, beginning at 2:00 p.m., Eastern Daylight Time.

Details of the business to be conducted at the Annual Meeting are provided in the accompanying Notice of Annual Meeting of Shareholders and Proxy Statement, which you are urged to read carefully. The Company's 2012 Annual Report to Shareholders is also being delivered to you and provides additional information regarding the financial results of the Company for the fiscal year ended May 31, 2012. If you were a shareholder of record at the close of business on August 6, 2012, you are entitled to vote in person or by proxy at the Annual Meeting.

It is important that your common shares be voted on matters that come before the Annual Meeting. Whether or not you plan to attend the Annual Meeting, I urge you to participate by completing, signing, dating and returning your proxy card in the envelope provided. The prompt return of your proxy card will help ensure that as many common shares as possible are represented at the Annual Meeting. Alternatively, registered shareholders may transmit voting instructions for their common shares electronically through the Internet or by telephone by following the simple instructions on the proxy card. For those shareholders unable to attend the Annual Meeting, a live audio web cast will be available via Internet link at [www.worthingtonindustries.com](http://www.worthingtonindustries.com).

Your continuing interest in our Company is greatly appreciated.

Sincerely,

/s/ John P. McConnell

JOHN P. McCONNELL

Chairman of the Board and Chief Executive Officer

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**WORTHINGTON INDUSTRIES, INC.**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO OUR SHAREHOLDERS:**

Notice is hereby given that the Annual Meeting of Shareholders (the Annual Meeting ) of Worthington Industries, Inc. (the Company ) will be held at 2:00 p.m., Eastern Daylight Time, on Thursday, September 27, 2012, at Worthington Industries Headquarters located at 200 Old Wilson Bridge Road, Columbus, Ohio 43085. For those shareholders unable to attend in person, a live audio web cast will be available via Internet link at [www.worthingtonindustries.com](http://www.worthingtonindustries.com).

The Annual Meeting is being held for the following purposes:

- 1) To elect three directors, each to serve for a term of three years to expire at the 2015 Annual Meeting of Shareholders;
- 2) To approve the advisory resolution on executive compensation; and
- 3) To ratify the selection of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending May 31, 2013.

Your Board of Directors recommends that you vote **FOR** the election of each of the three director nominees listed in the Company's Proxy Statement for the Annual Meeting under the caption PROPOSAL 1: ELECTION OF DIRECTORS ; **FOR** the approval of the advisory resolution on executive compensation; and **FOR** the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2013.

If you were a shareholder of record, as shown by the transfer books of the Company, at the close of business on August 6, 2012, you will be entitled to receive notice of, and to vote at, the Annual Meeting. A copy of the Company's 2012 Annual Report to Shareholders accompanies this Notice.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE COMPLETE, SIGN AND DATE THE ACCOMPANYING PROXY CARD AND RETURN IT IN THE POSTAGE-PAID ENVELOPE PROVIDED AS PROMPTLY AS POSSIBLE. ALTERNATIVELY, REFER TO THE INSTRUCTIONS ON THE PROXY CARD FOR DETAILS ABOUT TRANSMITTING YOUR VOTING INSTRUCTIONS ELECTRONICALLY VIA THE INTERNET OR BY TELEPHONE. Returning the proxy card or transmitting your voting instructions electronically does not deprive you of your right to attend the Annual Meeting and to vote your common shares in person in respect of the matters to be acted upon at the Annual Meeting.

By Order of the Board of Directors,

/s/ Dale T. Brinkman

Dale T. Brinkman

Secretary

Columbus, Ohio

August 16, 2012

*To obtain directions to attend the Annual Meeting and vote in person, please call Kim Bertino of the*

*Worthington Industries Investor Relations Department, at (614) 840-4082.*

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**PROXY STATEMENT FOR THE  
ANNUAL MEETING OF SHAREHOLDERS OF  
WORTHINGTON INDUSTRIES, INC.  
To Be Held on Thursday, September 27, 2012**

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**WORTHINGTON INDUSTRIES, INC.**

**200 Old Wilson Bridge Road**

**Columbus, Ohio 43085**

**(614) 438-3210**

**www.worthingtonindustries.com**

**PROXY STATEMENT**

**Dated: August 16, 2012**

**FOR THE ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held On September 27, 2012**

**GENERAL INFORMATION ABOUT VOTING**

This Proxy Statement, along with the accompanying proxy card, is being furnished to shareholders of Worthington Industries, Inc. (the Company) in connection with the solicitation of proxies, on behalf of the Board of Directors of the Company (the Board), for use at the Annual Meeting of Shareholders (the Annual Meeting) to be held on Thursday, September 27, 2012, at 2:00 p.m., Eastern Daylight Time. The Annual Meeting will be held at Worthington Industries Headquarters located at 200 Old Wilson Bridge Road, Columbus, Ohio 43085. This Proxy Statement summarizes information you will need in order to vote.

As used in this Proxy Statement, the term Company means Worthington Industries, Inc. or, where appropriate, Worthington Industries, Inc. and its subsidiaries. The term common shares means the Company's common shares, without par value. Other than common shares, there are no voting securities of the Company outstanding.

**Voting at the Annual Meeting**

Only shareholders of record at the close of business on August 6, 2012 (the Record Date) are entitled to receive notice of, and to vote at, the Annual Meeting. The Company is first sending or giving this Proxy Statement and the accompanying proxy card to those shareholders on or about August 16, 2012. The total number of issued and outstanding common shares on the Record Date entitled to vote at the Annual Meeting was 69,366,112. Each shareholder is entitled to one vote on each matter voted upon at the Annual Meeting for each common share held. Shareholders do not have cumulative voting rights in the election of directors.

To ensure that your common shares will be voted at the Annual Meeting, please complete, sign, date and promptly return the accompanying proxy card. A return envelope, which requires no postage if mailed in the United States, has been provided for your use. Alternatively, you may transmit voting instructions electronically via the Internet or by using the toll-free telephone number stated on the proxy card. The deadline for transmitting voting instructions electronically via the Internet or telephonically is 11:59 p.m., Eastern Daylight Time, on September 26, 2012. The Internet and telephone voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions, and to confirm that shareholders' voting instructions have been properly recorded. If you vote through the Internet or by telephone, you should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and/or telephone companies, that will be borne by you.





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Those common shares represented by properly executed proxy cards that are received prior to the Annual Meeting and not revoked, or by properly authenticated voting instructions transmitted electronically via the Internet or by telephone prior to the deadline for transmitting those instructions and not revoked, will be voted as directed by the shareholders. The common shares represented by all valid forms of proxy received prior to the Annual Meeting which do not specify how the common shares should be voted will be voted as recommended by the Board, as follows: **FOR** the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2013; and, except in the case of broker non-votes: (a) **FOR** each of the three director nominees listed below under the caption PROPOSAL 1: ELECTION OF DIRECTORS; and (b) **FOR** the approval of the advisory resolution on executive compensation, as described in PROPOSAL 2: ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION. No appraisal rights exist for any action proposed by the Company to be taken at the Annual Meeting.

### **Voting of Common Shares Held in Street Name**

Under the applicable sections of the New York Stock Exchange ( NYSE ) Listed Company Manual (the NYSE Rules ), the ratification of the selection of the Company's independent registered public accounting firm is considered a routine item upon which broker/dealers, who hold their clients' common shares in street name, may vote the common shares in their discretion on behalf of their clients if those clients have not furnished voting instructions within the required time frame before the Annual Meeting.

Under applicable NYSE Rules, the uncontested election of directors and the approval of the advisory resolution on executive compensation are not considered routine items and broker/dealers may not vote on any non-routine item without voting instructions from their clients. A broker non-vote occurs when a broker/dealer, who holds its client's common shares in street name, signs and submits a form of proxy for such common shares and fails to vote such common shares on a non-routine matter for which the client did not provide any voting instructions. Accordingly, if your common shares are held in street name and you do not provide voting instructions to your broker/dealer as to how to vote on these matters, your common shares will not be voted on any proposals on which your broker/dealer does not have discretionary authority to vote.

### **Solicitation of Proxies**

Although the Company is soliciting proxies by mailing the proxy materials to shareholders, proxies may be solicited by directors, officers and employees of the Company by additional mailings, personal contact, telephone, electronic mail, facsimile or telegraph without additional compensation. In addition, the Company has retained Broadridge Financial Solutions (formerly ADP), located in Edgewood, New York, to aid in the solicitation of proxies with respect to common shares held by broker/dealers, financial institutions and other custodians, fiduciaries and nominees, for a fee of approximately \$17,000, plus out-of-pocket expenses. The Company will reimburse Broadridge Financial Solutions, as well as broker/dealers, financial institutions and other custodians, fiduciaries and nominees, who are record holders of common shares not beneficially owned by them, for their reasonable costs in forwarding proxy materials to the beneficial owners of the common shares entitled to vote at the Annual Meeting. The Company will bear the costs of preparing, assembling, printing and mailing this Proxy Statement, the accompanying proxy card and any other related materials, as well as all other costs incurred in connection with the solicitation of proxies on behalf of the Board, other than the Internet access fees and telephone service fees described above.

### **Right to Revoke Proxy**

If you are a registered shareholder, you may revoke your proxy at any time before it is actually voted at the Annual Meeting by giving written notice of revocation to the Secretary of the Company, by accessing the Internet site or using the toll-free number stated on the proxy card prior to the deadline for transmitting voting instructions electronically and telephonically and electing revocation as instructed or by attending the Annual Meeting and giving notice of revocation in person. You may also change your vote by choosing one of the following options: executing and returning to the Company a later-dated proxy card prior to or at the Annual Meeting; voting in person at the Annual Meeting; submitting a later-dated electronic vote through the designated Internet site prior to the

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deadline for transmitting voting instructions electronically; or voting by telephone at a later date using the toll-free telephone number stated on the proxy card prior to the deadline for transmitting voting instructions telephonically. **Attending the Annual Meeting will not, by itself, revoke your previously-appointed proxy.**

If you hold your common shares in street name and instructed your broker/dealer to vote your common shares and you would like to revoke or change your vote, then you must follow the instructions provided by your broker/dealer.

**Quorum and Tabulation of Voting Results**

The results of shareholder voting will be tabulated by the inspector of election appointed by the Board for the Annual Meeting. A quorum for the Annual Meeting is one-third of the outstanding common shares entitled to vote at the Annual Meeting. Common shares represented by properly-executed proxy cards returned to the Company prior to the Annual Meeting or represented by properly-authenticated electronic votes recorded through the Internet or by telephone will be counted toward the establishment of a quorum for the Annual Meeting.

**NOTICE REGARDING INTERNET AVAILABILITY OF PROXY MATERIALS**

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders of Worthington Industries, Inc. to be Held on September 27, 2012:** This Proxy Statement, the Notice of Annual Meeting of Shareholders and the Company's 2012 Annual Report to Shareholders are available at [www.proxyvote.com](http://www.proxyvote.com).

To obtain directions to attend the Annual Meeting and vote in person, please call Kim Bertino of the Worthington Industries Investor Relations Department, at (614) 840-4082.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table furnishes as of the Record Date (unless otherwise noted below), with respect to each person known to the Company to be the beneficial owner of more than 5% of the outstanding common shares of the Company, the name and address of such owner and the number and percentage of common shares beneficially owned (as determined under Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act)).

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Outstanding Common Shares (1)
John P. McConnell		
200 Old Wilson Bridge Road, Columbus, OH 43085 BlackRock, Inc.	17,687,091(2)	25.2%
40 East 52 <sup>nd</sup> Street, New York, NY 10022	4,162,000(3)	7.2%

- (1) The Percent of Outstanding Common Shares is based on the sum of 69,366,112 common shares outstanding on the Record Date and the number of common shares, if any, as to which the named person has the right to acquire beneficial ownership upon the exercise of options which are currently exercisable or which will first become exercisable within 60 days after the Record Date (collectively, Currently Exercisable Options).
- (2) Includes 12,415,982 common shares held of record by JDEL, Inc. ( JDEL ), a Delaware corporation. JDEL is a wholly-owned subsidiary of JMAC, Inc. ( JMAC ), a private investment company substantially owned, directly or indirectly, by Mr. McConnell and members of his family. The directors of JDEL have granted Mr. McConnell sole voting and dispositive power with respect to these 12,415,982 common shares. JDEL has the right to receive the dividends from and the proceeds from the sale of such 12,415,982 common shares. Includes 2,428,312 common shares held of record by an independent corporate trustee in trust for the benefit of Mr. McConnell and his sister. The independent corporate trustee has voting and



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dispositive power; however, the independent corporate trustee's investment decisions are subject to the prior approval or disapproval of Mr. McConnell, and accordingly Mr. McConnell may be deemed to share dispositive power with the independent corporate trustee. Mr. McConnell has the right to change the trustee; however, any successor trustee appointed by Mr. McConnell must be an independent corporate trustee. Includes 81,516 common shares held by Mr. McConnell as custodian for the benefit of his four children. Includes 3,461 common shares held by Mr. McConnell's wife as custodian for the benefit of her son. Includes 123,000 common shares held by The McConnell Educational Foundation for the benefit of third parties, of which Mr. McConnell is one of three trustees and shares voting and dispositive power. Mr. McConnell disclaims beneficial ownership of these 123,000 common shares. Includes 118,000 common shares held by The McConnell Family Trust of which Mr. McConnell is co-trustee and has sole voting and dispositive power. Includes 255,875 common shares held by the Margaret R. McConnell Trust f/b/o Margaret Kollis of which Mr. McConnell is trustee and has sole voting and dispositive power. Also includes 955,667 common shares subject to Currently Exercisable Options and 40,000 restricted common shares which are subject to forfeiture restrictions. See footnote (22) to the following table for more information on the restricted common shares. As of August 6, 2012, an aggregate of 13,457,566 common shares held by JDEL and Mr. McConnell had been pledged as security to various financial institutions, in connection with both investment and personal loans.

- (3) Information is based on Amendment No. 2 to Schedule 13G dated January 20, 2012 and filed with the SEC on February 8, 2012 by BlackRock, Inc. (BlackRock). BlackRock reported sole voting power and sole dispositive power as to all 4,162,000 common shares reported to be beneficially owned by BlackRock, through its subsidiaries, at December 31, 2011,

The following table furnishes the number and percentage of outstanding common shares beneficially owned (as determined under Rule 13d-3 under the Exchange Act) by: (a) each current director of the Company; (b) each of the Company's director nominees; (c) each individual named in the Fiscal 2012 Summary Compensation Table (the named executive officers or NEOs); and (d) all current directors and executive officers of the Company as a group, in each case as of the Record Date. The address of each of the individuals identified in this table is c/o Worthington Industries, Inc., 200 Old Wilson Bridge Road, Columbus, Ohio 43085.

Name of Beneficial Owner	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP (1)		Theoretical Common Shares Credited to Accounts in the Company's Deferred Compensation Plans (3)
	Number of Common Shares Presently Held and Which Can Be Acquired Upon Exercise of Currently Exercisable Options	Percent of Outstanding Common Shares (2)	
Kerrii B. Anderson	34,486(4)(5)	*	
John B. Blystone	106,490(5)(6)	*	
Mark C. Davis	16,325(5)(7)	*	
Michael J. Endres	140,700(5)(8)	*	43,257
Ozey K. Horton, Jr.	15,663(5)(9)	*	
Peter Karmanos, Jr.	128,600(5)(10)	*	61,222
John P. McConnell (11)	17,687,091(12)	25.2%	
Carl A. Nelson, Jr.	77,600(5)(13)	*	
Sidney A. Ribeiro	78,600(5)(14)	*	12,832
B. Andrew Rose (11)	360,653(15)	*	
Mark A. Russell (11)	432,049(16)	*	156,620
Mary Schiavo	54,475(5)(17)	*	4,955
George P. Stoe (11)	349,879(18)	*	
Virgil L. Winland (11)	218,512(19)	*	
All Current Directors and Executive Officers as a Group (21 people)	19,855,203(20)(21)(22)	29%	291,112

\* Denotes ownership of less than 1% of the outstanding common shares.

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- (1) Except as otherwise indicated by footnote, each named beneficial owner has sole voting power and sole dispositive power over the listed common shares or shares such power with his or her spouse.
- (2) The Percent of Outstanding Common Shares is based on the sum of (a) 69,366,112 common shares outstanding on the Record Date, and (b) the number of common shares, if any, as to which the named person or group has the right to acquire beneficial ownership upon the exercise of Currently Exercisable Options.
- (3) This column lists the theoretical common shares credited to the bookkeeping accounts of the executive officers participating in the Worthington Industries, Inc. Amended and Restated 2005 Non-Qualified Deferred Compensation Plan (Restatement effective as of December 2008) and the Worthington Industries, Inc. Non-Qualified Deferred Compensation Plan, effective March 1, 2000 (collectively, the Employee Deferral Plans ) and also lists the theoretical common shares credited to the bookkeeping accounts of the directors of the Company participating in the Worthington Industries, Inc. Amended and Restated 2005 Deferred Compensation Plan for Directors (Restatement effective as of December 2008) and the Worthington Industries, Inc. Deferred Compensation Plan for Directors, as Amended and Restated, effective June 1, 2000 (collectively, the Director Deferral Plans ). These theoretical common shares are not included in the beneficial ownership totals. Under the terms of both the Employee Deferral Plans and the Director Deferral Plans, participants do not beneficially own, nor do they have voting or dispositive power with respect to, theoretical common shares credited to their respective bookkeeping accounts. While the participants in the Employee Deferral Plans and the participants in the Director Deferral Plans have an economic interest in the theoretical common shares credited to their respective bookkeeping accounts, each participant's only right with respect to his or her bookkeeping account(s) (and the amounts credited thereto) is to receive a distribution of cash equal to the fair market value of the theoretical common shares credited to his or her bookkeeping account(s) as of the latest valuation date determined in accordance with the terms of the Employee Deferral Plans or the Director Deferral Plans, as appropriate. For further information concerning the Employee Deferral Plans, please see the discussion under the caption EXECUTIVE COMPENSATION Compensation Discussion and Analysis Compensation Components Non-Qualified Deferred Compensation beginning on page 39 of this Proxy Statement and for further information concerning the Director Deferral Plans, please see the discussion under the caption COMPENSATION OF DIRECTORS Director Deferral Plans beginning on page 57 of this Proxy Statement.
- (4) Includes 436 common shares held by Ms. Anderson's spouse, who has sole voting power and sole dispositive power as to the 436 common shares. Beneficial ownership of these 436 common shares is disclaimed by Ms. Anderson. Also includes 17,750 common shares subject to Currently Exercisable Options.
- (5) Includes for each of the following directors of the Company an award of 2,400 restricted common shares made to such director on September 29, 2011: Ms. Anderson; Mr. Davis; Mr. Endres; Mr. Horton; Mr. Karmanos; Mr. Nelson; Mr. Ribeau; and Ms. Schiavo. Mr. Blystone received an award of 3,600 restricted common shares on that same date in connection with his position as Lead Independent Director. Generally, the restrictions on the restricted common shares will lapse and the restricted common shares will become fully vested one year from the date of the award or the date of the next Annual Meeting of Shareholders of the Company, whichever occurs first, subject to the terms of each restricted common share award. For further information concerning the terms of the restricted common shares granted to directors, see footnote (21) below.
- (6) Includes 76,550 common shares subject to Currently Exercisable Options.
- (7) Includes 12,875 common shares subject to Currently Exercisable Options.
- (8) Includes 10,000 common shares held by Mr. Endres' wife, who has sole voting power and sole dispositive power as to the 10,000 common shares. Beneficial ownership of these 10,000 common shares is

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- disclaimed by Mr. Endres. Also includes 55,700 common shares subject to Currently Exercisable Options.
- (9) Includes 10,438 common shares subject to Currently Exercisable Options.
  - (10) Includes 66,500 common shares held by Mr. Karmanos as trustee for a living trust and 59,700 common shares subject to Currently Exercisable Options.
  - (11) Individual named in the Fiscal 2012 Summary Compensation Table on page 44 of this Proxy Statement.
  - (12) See footnote (2) to preceding table.
  - (13) Includes 54,700 common shares subject to Currently Exercisable Options.
  - (14) Includes 59,700 common shares subject to Currently Exercisable Options.
  - (15) Includes 20,590 common shares held by Mr. Rose as custodian for his two children. Also includes 59,000 common shares subject to Currently Exercisable Options. Also includes an award of 7,000 restricted common shares effective June 30, 2011 which will fully vest on June 30, 2014, and an award of 10,000 restricted common shares effective June 29, 2012 which will fully vest on June 29, 2015. Also includes an award of 185,000 restricted common shares effective June 30, 2011 which have both (a) a time-based vesting condition of 33% per year and (b) a performance-based requirement that the restricted common shares vest only if and when the closing price of the Company's common shares reaches \$30.00 per share or above for 30 consecutive days within five years from the award's effective date. See footnote (22) below for more information on the restricted common shares.
  - (16) Includes 202,400 common shares subject to Currently Exercisable Options. Also includes an award of 7,000 restricted common shares effective June 30, 2011 which will fully vest on June 30, 2014, and an award of 10,000 restricted common shares effective June 29, 2012 which will fully vest on June 29, 2015. Also includes an award of 185,000 restricted common shares effective June 30, 2011 which have both (a) a time-based vesting condition of 33% per year and (b) a performance-based requirement that the restricted common shares vest only if and when the closing price of the Company's common shares reaches \$30.00 per share or above for 30 consecutive days within five years from the award's effective date. See footnote (22) below for more information on the restricted common shares.
  - (17) Includes 21,000 common shares subject to Currently Exercisable Options.
  - (18) Includes 318,800 common shares subject to Currently Exercisable Options. Also includes an award of 5,000 restricted common shares effective June 29, 2012 which will fully vest on June 29, 2013.
  - (19) Includes 111,534 common shares subject to Currently Exercisable Options. Also includes an award of 3,500 restricted common shares effective June 30, 2011 which will fully vest on June 30, 2014, and 3,500 restricted common shares effective June 29, 2012 which will fully vest on June 29, 2015. See footnote (22) below for more information on the restricted common shares.
  - (20) The number of common shares shown as beneficially owned by the Company's current directors and executive officers as a group includes 2,068,350 common shares subject to Currently Exercisable Options and 519,800 restricted common shares. The amounts do not include any common shares issuable in connection with the performance units awarded to NEOs in Fiscal 2011, as the applicable vesting dates have not yet occurred. See footnote (22) below for more information on the restricted common shares. The number of common shares shown for all current officers and executive officers as a group includes the common shares beneficially owned by eight executive officers not individually identified, and does not include common shares beneficially owned by Mr. Stoe who as of August 1, 2012 ceased to be an executive officer of the Company.

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- (21) The restricted common shares will be held in escrow by the Company and may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated until the restrictions thereon have lapsed. Each holder of a restricted common share award may exercise any voting rights associated with the restricted common shares during the restriction period. In addition, any dividends or distributions paid with respect to the common shares underlying the restricted common shares will be held by the Company in escrow during the restriction period and, at the end of the restriction period, will be distributed or forfeited in the same manner as the restricted common shares with respect to which they were paid. For further information concerning the terms of the restricted common shares granted to directors, please see the discussion under the caption **COMPENSATION OF DIRECTORS** Equity Grants beginning on page 57 of this Proxy Statement.
- (22) The restricted common shares will be held in escrow by the Company and may not be sold, transferred, pledged, assigned or otherwise alienated or hypothecated until the restrictions thereon have lapsed. Each holder of a restricted common share award may exercise any voting rights associated with the restricted common shares during the restriction period. In addition, any dividends or distributions paid with respect to the common shares underlying the restricted common shares will be held by the Company in escrow during the restriction period and, at the end of the restriction period, will be distributed or forfeited in the same manner as the restricted common shares with respect to which they were paid. Restricted common shares for executive officers not named in this table are not listed individually. For further information concerning the terms of the restricted common shares granted to executive officers, please see the discussion under the captions **EXECUTIVE COMPENSATION** Compensation Discussion and Analysis Compensation Components Annual Restricted Share Awards , **EXECUTIVE COMPENSATION** Compensation Discussion and Analysis Compensation Components Special Performance-Based Restricted Common Share Awards , **EXECUTIVE COMPENSATION** Grant of Plan-Based Awards and **EXECUTIVE COMPENSATION** Long-Term Performance Awards, Option Awards and Restricted Share Common Awards Granted in Fiscal 2013 beginning on page 36, page 37, page 47 and page 54 respectively, of this Proxy Statement.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires that the Company’s directors and executive officers and greater-than-10% beneficial owners of the Company’s outstanding common shares file reports with the SEC reporting their initial beneficial ownership of common shares and any subsequent changes in their beneficial ownership. Specific due dates for such reports have been established by the SEC and the Company is required to disclose in this Proxy Statement any late report or known failure to file a required report. To the Company’s knowledge, based solely on a review of the copies of the reports furnished to the Company and written representations that no other reports were required, the Company believes that, during the fiscal year ended May 31, 2012 ( Fiscal 2012 ), all Section 16(a) filing requirements applicable to the Company’s directors and executive officers and greater-than-10% beneficial owners of the Company’s outstanding common shares were complied with except for Ozey K. Horton, Jr., a director of the Company, who filed one late Form 4 reporting one transaction.

**CORPORATE GOVERNANCE**

**Corporate Governance Guidelines**

Upon the recommendation of the Nominating and Governance Committee, in accordance with applicable NYSE Rules, the Board has adopted the Corporate Governance Guidelines to promote the effective functioning of the Board and its committees and to reflect the Company’s commitment to high standards of corporate governance. The Board, with the assistance of the Nominating and Governance Committee, periodically reviews the Corporate Governance Guidelines to ensure they comply with all applicable requirements.

The Corporate Governance Guidelines, which were last amended by the Board on June 29, 2011, are available on the Corporate Governance page of the Investor Relations section of the Company’s web site located at [www.worthingtonindustries.com](http://www.worthingtonindustries.com).

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### **Code of Conduct**

In accordance with applicable NYSE Rules and the applicable rules and regulations of the SEC (the SEC Rules ), the Board adopted the Worthington Industries, Inc. Code of Conduct (the Code of Conduct ). The Code of Conduct, which was last amended by the Board on June 29, 2011, is available on the Corporate Governance page of the Investor Relations section of the Company's web site located at [www.worthingtonindustries.com](http://www.worthingtonindustries.com).

### **Director Independence**

Pursuant to the Corporate Governance Guidelines, a director is determined to be an independent director if he or she is independent of management and has no material relationship with the Company (or any of its subsidiaries), either directly or as a partner, shareholder or officer of an organization that has such a relationship with the Company (or any of its subsidiaries), as affirmatively determined by the Board. The Board observes all additional criteria for independence established by NYSE or required under SEC Rules or other applicable laws and regulations.

The Board has been advised of the nature and extent of any direct or indirect personal and business relationships between the Company (including its subsidiaries) and Kerrii B. Anderson, John B. Blystone, Mark C. Davis, Michael J. Endres, Ozey K. Horton, Jr., Peter Karmanos, Jr., Carl A. Nelson, Jr., Sidney A. Ribeau or Mary Schiavo, individually (collectively, the Independent Directors ), or any entities for which any Independent Director is a partner, officer, employee or shareholder. The Board has reviewed, considered and discussed such relationships, and the compensation which each Independent Director has received, directly or indirectly, from the Company, in order to determine whether each Independent Director meets the independence requirements of the Corporate Governance Guidelines, the applicable NYSE Rules and the applicable SEC Rules. The Board has affirmatively determined that (a) none of the Independent Directors has any relationship with the Company, either directly or indirectly, including, without limitation, any commercial, industrial, banking, consulting, legal, accounting, charitable or familial relationship, which: (i) interfered or may interfere with his or her independence from management and the Company or the exercise of his or her independent judgment; (ii) would be inconsistent with a determination of independence under applicable NYSE Rules and SEC Rules or (iii) would impair his or her independence under the Corporate Governance Guidelines, and (b) each of the Independent Directors qualifies as an Independent Director under the Corporate Governance Guidelines. As required by applicable NYSE Rules, the Independent Directors represent a majority of the Company's directors. Mr. McConnell does not qualify as independent under applicable NYSE Rules or SEC Rules or the Corporate Governance Guidelines because he is an executive officer of the Company.

Barring any unusual circumstances, the Board has determined that a director's independence would not be impaired if: (a) the director is an executive officer or an employee (or his or her immediate family member is an executive officer or employee) of a company that makes payments to, or receives payments from, the Company for property or services performed in the ordinary course of business in an amount which, in any single fiscal year, does not exceed the greater of \$1 million or 2% of the Company's or such other company's consolidated gross revenues; (b) the Company makes contributions to a charitable organization for which the director (or his or her immediate family member) serves as either a member of the board or an executive officer if the contributions, in any single fiscal year, do not exceed the greater of \$1 million or 2% of such charitable organization's consolidated gross revenues; or (c) the Company uses facilities (dining facilities, clubs, etc.) in which the director is a greater than 5% owner if charges to the Company are consistent with charges paid by others and are fair, reasonable and consistent with similar services available at similar facilities.

The Board specifically considered a number of circumstances in the course of reaching the conclusion that the current Independent Directors qualify as independent under the Corporate Governance Guidelines as well as applicable NYSE Rules and SEC Rules, including the relevant relationships described below under the caption TRANSACTIONS WITH CERTAIN RELATED PERSONS beginning on page 23 of this Proxy Statement.



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### **Nominating Procedures**

The Board's Nominating and Governance Committee has responsibility for providing oversight on a broad range of issues surrounding the composition and operation of the Board, including identifying candidates qualified to become directors and recommending director nominees to the Board.

When considering candidates for the Board, the Nominating and Governance Committee evaluates the entirety of each candidate's credentials but does not have specific eligibility requirements or minimum qualifications which must be met by a Nominating and Governance Committee recommended nominee and has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees. However, the Corporate Governance Guidelines provide that the retirement age for directors is 70, and a director is to submit his or her resignation to be effective at the conclusion of the three-year term immediately after attaining age 70. The Nominating and Governance Committee considers those factors it deems appropriate, including, but not limited to, independence, judgment, skill, diversity, strength of character, experience with businesses and organizations of comparable size or scope, experience as an executive of or adviser to public and private companies, experience and skill relative to other Board members, specialized knowledge or experience, and the desirability of the candidate's membership on the Board and any committees of the Board. Depending on the current needs of the Board, the Nominating and Governance Committee may weigh certain factors more or less heavily. The Nominating and Governance Committee does, however, believe that all members of the Board should have strong character and integrity, a reputation for working constructively with others, sufficient time to devote to Board matters, and no conflict of interest that would interfere with his or her performance as a director.

While the Board and the Nominating and Governance Committee do not have specific eligibility requirements and do not, as a matter of course, weigh any of the factors they deem appropriate more heavily than others, both the Board and the Nominating and Governance Committee believe that, as a group, the directors should have diverse backgrounds and qualifications. The Company believes that the members of the Board, as a group, have such backgrounds and qualifications.

The Nominating and Governance Committee considers candidates for the Board from any reasonable source, including shareholder recommendations, but does not evaluate candidates differently based on the source of the recommendation. The process for seeking and vetting additional director candidates is ongoing and is not dependent upon the existence of a vacancy on the Board. Accordingly, the Board believes that this ongoing identification of qualified candidates functions as an appropriate director succession plan. Pursuant to its charter, the Nominating and Governance Committee has the authority to retain consultants and search firms to assist with the process of identifying and evaluating director candidates and to approve the fees and other retention terms for any such consultant or search firm. The Nominating and Governance Committee has never used a consultant or search firm for such purpose, and, accordingly, the Company has paid no such fees.

Shareholders may recommend director candidates for consideration by the Nominating and Governance Committee by sending the recommendation to the Chair of the Nominating and Governance Committee, in care of the Company, to the Company's executive offices at 200 Old Wilson Bridge Road, Columbus, Ohio 43085. The recommendation must include the candidate's name, age, business address, residence address and principal occupation. The recommendation must also describe the qualifications, attributes, skills or other qualities possessed by the recommended director candidate. A written statement from the candidate consenting to serve as a director, if elected, and a commitment by the candidate to meet personally with Nominating and Governance Committee members must accompany any such recommendation.

The Board, taking into account the recommendations of the Nominating and Governance Committee, selects nominees for election as directors at each Annual Meeting of Shareholders. In addition, shareholders wishing to nominate directors for election may do so, provided they comply with the nomination procedures set forth in the Company's Code of Regulations and applicable SEC Rules. In order to nominate an individual for election as a director at a meeting, a shareholder must give written notice of the shareholder's intention to make such nomination. The notice must be sent to the Company's Secretary, either delivered in person to, or mailed to and received at, the Company's principal executive offices at 200 Old Wilson Bridge Road, Columbus, Ohio 43085 not

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less than 14 days or more than 50 days prior to any meeting called for the election of directors. However, if notice or public disclosure of the date of the meeting is given or made less than 21 days prior to the meeting, the shareholder notice must be received by the Company's Secretary not later than the close of business on the seventh day following the day on which notice of the date of the meeting was mailed or publicly disclosed. The Company's Secretary will deliver any shareholder notice received in a timely manner to the Nominating and Governance Committee for review. Each shareholder notice must include the following information as to each individual the shareholder proposes to nominate for election or re-election as a director: (a) the name, age, business address and, if known, residence address of the proposed nominee; (b) the principal occupation or employment of the proposed nominee; (c) the number of common shares of the Company beneficially owned by the proposed nominee; and (d) any other information relating to the proposed nominee that is required to be disclosed concerning nominees in proxy solicitations under applicable SEC Rules, including the individual's written consent to be named in the proxy statement as a nominee and to serve as a director, if elected. The nominating shareholder must also provide (i) the name and address of the nominating shareholder; and (ii) the number of common shares of the Company beneficially owned by the nominating shareholder. No individual may be elected as a director unless he or she has been nominated by a shareholder in the manner described above or by the Board or the Nominating and Governance Committee of the Board.

### **Compensation Committee Interlocks and Insider Participation**

The Compensation and Stock Option Committee of the Board (the "Compensation Committee") is currently comprised of John B. Blystone (Chair), Kerri B. Anderson, Michael J. Endres, and Peter Karmanos, Jr. Each of Messrs. Blystone, Endres and Karmanos and Ms. Anderson also served on the Compensation Committee throughout Fiscal 2012. No current member of the Compensation Committee is a present or past employee or officer of the Company. During Fiscal 2012 and through the date of this Proxy Statement, none of the Company's executive officers has served on the board of directors or compensation committee (or other committee performing equivalent functions) of any other entity, one of whose executive officers served on the Company's Board or Compensation Committee. Mr. Karmanos is the only member of the Compensation Committee who has a relationship with the Company requiring disclosure under Item 404 of SEC Regulation S-K.

During Fiscal 2012, the Company paid Compuware Corporation ("Compuware"), a software development company of which Mr. Karmanos is Executive Chairman of the Board and Founder and a 2.8% shareholder, approximately \$2.5 million, primarily for Compuware's Covisint EDI services, software quality assurance and project management services in connection with the Company's Oracle ERP system and other projects. Mr. Karmanos serves as a director of the Company. Compuware was selected for these services from a number of competing service providers which had responded to the Company's request for proposal and were interviewed by the Company. Compuware's selection was based on a number of factors including price, experience and capabilities. Compuware supplies its Covisint EDI services for the Company's EDI communications. Compuware also supplies resources for project coordination, organization and testing, and generally assists the Company in ensuring that the Oracle ERP system is installed, tested, operated and integrated with the Company's information technology system in a proper manner. Compuware also provides general information technology consulting services, as requested by the Company. The payments made to Compuware for Fiscal 2012 amounted to approximately 0.25% of Compuware's net revenues for its most recent fiscal year, and approximately 0.10% of the Company's consolidated net revenues for Fiscal 2012.

### **Communications with the Board**

The Board believes it is important for shareholders and other interested persons to have a process by which to send communications to the Board and its individual members, including the Lead Independent Director. Accordingly, shareholders and other interested persons who wish to communicate with the Board, the non-management directors as a group (who are also all Independent directors, as defined by the Corporate Governance Guidelines and applicable NYSE Rules), the Lead Independent Director or any other individual director may do so by addressing such correspondence to the name(s) of the specific director(s), to the Non-Management Directors as a whole or to the Board of Directors as a whole, and sending it in care of the Company, to the Company's executive offices at 200 Old Wilson Bridge Road, Columbus, Ohio 43085. The mailing envelope must contain a

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clear notation indicating that the enclosed correspondence is a Shareholder/Interested Person Non-Management Director Communication, Shareholder/Interested Person Board Communication, Shareholder/Interested Person Lead Independent Director Communication, or Shareholder/Interested Person Director Communication, as appropriate. All such correspondence must identify the author as a shareholder or other interested person (identifying such interest) and clearly indicate whether the communication is directed to all members of the Board, to the non-management directors as a whole or to a certain specified individual director(s). Copies of all such correspondence will be circulated to the appropriate director(s). Correspondence marked personal and confidential will be delivered to the intended recipient(s) without opening. There is no screening process in respect of communications from shareholders or other interested persons. The process for forwarding communications to the appropriate Board member(s) has been approved by the Company's Independent Directors.

Questions, complaints and concerns may also be submitted to Company directors by telephone through the Business Ethics Help Line by calling 877-263-9893 inside the United States and 770-613-6395 outside the United States.

**PROPOSAL 1: ELECTION OF DIRECTORS**

There are currently ten directors three in the class whose terms expire at the Annual Meeting and w