MCCONNELL JOHN P/OH

Form 4

July 06, 2010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL	
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(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	3. Date of Earliest Transaction (Month/Day/Year) 07/02/2010	__X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chairman/Chief Exec Officer
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								1,178,225	D	
Common Shares								12,415,982 (1)	I	By JDEL, Inc. (1)
Common Shares								2,428,312	I	By the Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis

Common Shares	22,534 [2]	I	As custodian for his son, J. H. McConnell, II [2]
Common Shares	27,986 [2]	I	As custodian for his daughter, J.R. McConnell [2]
Common Shares	24,657 [2]	I	As custodian for his son, P. W. McConnell [2]
Common Shares	4,048 [2]	I	As custodian for his son, C.R.McConnell [2]
Common Shares	3,329 [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	19,731 [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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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 Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Num Share
Employee Stock Option (Right to Purchase)	$ 12.05	07/02/2010		A		135,000		07/02/2011(5)	07/02/2020	common shares	135

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	07/06/2010
**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).

(1) These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned sbusidiary 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.

(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.

(5) This non-qualified stock option was granted under 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 date on which the first 20% portion of the option will vest. Additional portions of 20% of the option vest annually on each of 07/02/2012, 07/02/2013, 07/02/2014, and 07/02/2015.

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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