

MCCONNELL JOHN P/OH
Form 4
January 11, 2010

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)

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

(Last) (First) (Middle)

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
01/07/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
Common Shares				(A) Amount Price	12,415,982 (1)	I	By JDEL, Inc. (1)
Common Shares				(A) Amount Price	2,428,312	I	By the Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis
Common Shares				(A) Amount Price	1,166,539	D	

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Common Shares						22,515 ⁽²⁾	I	As custodian for his son, J. H. McConnell, II ⁽²⁾
Common Shares						27,616 ⁽²⁾	I	As custodian for his daughter, J.R. McConnell ⁽²⁾
Common Shares						24,490 ⁽²⁾	I	As custodian for his son, P. W. McConnell ⁽²⁾
Common Shares						4,002 ⁽²⁾	I	As custodian for his son, C.R.McConnell ⁽²⁾
Common Shares						3,285 ⁽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						18,386 ⁽³⁾	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan ⁽³⁾
Common Shares	01/07/2010	S	10,700	D	\$ 16.3	754,600 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	01/07/2010	S	3,664	D	\$ 16.0519	750,936 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	01/07/2010	S	47,499	D	\$ 16.043	703,437 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾

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Common Shares	01/07/2010	S	10,610	D	\$ 16.0027	692,827 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	01/07/2010	S	50,338	D	\$ 16.1373	642,489 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	01/07/2010	S	59,889	D	\$ 16.0706	582,600 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	01/08/2010	S	70,000	D	\$ 17.2499	512,600 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	01/08/2010	S	70,000	D	\$ 17.1498	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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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/ Dale T. Brinkman, as attorney-in-fact for John P. McConnell

01/11/2010

__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).

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

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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