

MCCONNELL JOHN P/OH  
 Form 4  
 February 06, 2012

**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

3. Date of Earliest Transaction (Month/Day/Year)  
 02/03/2012

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

(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 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                                                  | 1,235,225                                                                                     | D                                                        |                                                                        |
| Common Shares                   |                                      |                                                    |                                | (A) Amount Price                                                  | 12,415,982<br><u>(1)</u>                                                                      | I                                                        | By JDEL, Inc.<br><u>(1)</u>                                            |
| Common Shares                   |                                      |                                                    |                                | (A) Amount Price                                                  | 2,428,312                                                                                     | I                                                        | By the Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis |

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|               |            |   |        |   |            |                        |   |                                                                                    |
|---------------|------------|---|--------|---|------------|------------------------|---|------------------------------------------------------------------------------------|
| Common Shares |            |   |        |   |            | 22,584 <sup>(2)</sup>  | I | As custodian for his son, J. H. McConnell, II <sup>(2)</sup>                       |
| Common Shares |            |   |        |   |            | 29,063 <sup>(2)</sup>  | I | As custodian for his daughter, J.R. McConnell <sup>(2)</sup>                       |
| Common Shares |            |   |        |   |            | 25,144 <sup>(2)</sup>  | I | As custodian for his son, P. W. McConnell <sup>(2)</sup>                           |
| Common Shares |            |   |        |   |            | 4,181 <sup>(2)</sup>   | I | As custodian for his son, C.R.McConnell <sup>(2)</sup>                             |
| Common Shares |            |   |        |   |            | 3,428 <sup>(2)</sup>   | I | By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds <sup>(2)</sup> |
| 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 |            |   |        |   |            | 21,306 <sup>(3)</sup>  | I | By the Worthington Industries, Inc. Deferred Profit Sharing Plan <sup>(3)</sup>    |
| Common Shares | 02/03/2012 | S | 50,000 | D | \$ 19.0659 | 139,672 <sup>(4)</sup> | I | As Executor of the Estate of John H. McConnell <sup>(4)</sup>                      |
| Common Shares | 02/03/2012 | S | 50,000 | D | \$ 19.2062 | 89,672 <sup>(4)</sup>  | I | As Executor of the Estate of John H. McConnell <sup>(4)</sup>                      |
| Common Shares | 02/03/2012 | S | 24,424 | D | \$ 19.162  | 65,248 <sup>(4)</sup>  | I | As Executor of the Estate of John H. McConnell <sup>(4)</sup>                      |

|                  |            |   |        |   |    |         |                  |   |                                                                        |
|------------------|------------|---|--------|---|----|---------|------------------|---|------------------------------------------------------------------------|
| Common<br>Shares | 02/03/2012 | S | 65,248 | D | \$ | 19,2498 | 0 <sup>(4)</sup> | I | As Executor of<br>the Estate of<br>John H.<br>McConnell <sup>(4)</sup> |
|------------------|------------|---|--------|---|----|---------|------------------|---|------------------------------------------------------------------------|

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.**

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(9-02)

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

| 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,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    | Code                                                           | V                                                                         | (A)                                                 | (D)                                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                                |       |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                                         | Director      | 10% Owner | Officer                        | Other |
| MCCONNELL JOHN P/OH<br>WORTHINGTON INDUSTRIES, INC.<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 | X             |           | Chairman/Chief<br>Exec Officer |       |

## Signatures

|                                                                    |            |
|--------------------------------------------------------------------|------------|
| /S/ Dale T. Brinkman, as attorney-in-fact for John P.<br>McConnell | 02/06/2012 |
| __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

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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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