

WORTHINGTON INDUSTRIES INC

Form 4

March 29, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENDRES MICHAEL J

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)
03/27/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

COLUMBUS, OH 43085

(City) (State) (Zip)

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

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	(D)	Price
Common Shares					53,400	D	
Common Shares					10,000	I	By Spouse

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.**

SEC 1474
(9-02)

Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

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)
				Code	V	(A)	(D)	
Phantom Stock	<u>(1)</u>	03/27/2007		A		152	<u>(2)</u> <u>(3)</u> common shares	152 \$ 19.6
Phantom Stock	<u>(1)</u>	03/28/2007		A		78	<u>(2)</u> <u>(3)</u> common shares	78 \$ 19.4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ENDRES MICHAEL J WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Michel J.
Endres

03/29/2007

__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) The accounts track common shares on a one-for-one basis

(2) The account balances related to the theoretical common shares may be immediately transferred to other investment options under the terms of the deferred compensation plans.

The amounts reported represent unfunded theoretical common shares (i.e., phantom stock) credited to the accounts of the reporting person
(3) under Worthington Industries, Inc.'s Deferred Compensation Plan for Directors. Distributions are made only in cash, and generally commence upon leaving the Company's Board of Directors.

(4) The amount reported represents an additional unfunded theoretical common shares (i.e., phantom stock) credited pursuant to the dividend reinvestment feature of the Worthington Industries, Inc.'s Deferred Compensation Plan for Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.