

Lockard Matthew A
Form 4
January 07, 2011

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lockard Matthew A

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)
200 OLD WILSON BRIDGE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2011

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
VP Corp Dev & Treasurer

COLUMBUS, OH 43085

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

(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	01/06/2011		M	4,000 A \$ 9.3	10,190	D	
Common Shares	01/06/2011		F	2,724 D \$ 19.2	7,466	D	
Common Shares					9,259 ⁽¹⁾	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 A of Underlying Securities (Instr. 3 and 4
						Date Exercisable Expiration Date	Title
				Code V (A) (D)			
Phantom Stock, acquired under deferred compensation plan	(2)					(3) (4)	common shares
Employee Stock Option (Right to Purchase)	\$ 9.3	01/06/2011		A	4,000	03/30/2002(6) 03/29/2011(7)	common shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Lockard Matthew A 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	VP Corp Dev & Treasurer

Signatures

/s/Matthew A.
Lockard 01/07/2011

Signature of Date
Reporting Person

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) 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.

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- (2) The accounts track common shares on a one-for-one basis
- (3) 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.
- (4) These are unfunded accounts under Worthington Industries, Inc.'s deferred compensation plan invested in phantom stock. Distributions are made only in cash, and generally commence upon retirement or other termination of employment.
- (5) The amount reported represents 17 additional unfunded theoretical common shares (i.e., phantom stock) credited to participant's account pursuant to the dividend reinvestment feature of the Worthington Industries, Inc.'s Deferred Compensation Plans.

This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 1990 Stock Option Plan and
- (6) 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 03/30/2002, 03/30/2003, 03/30/2004, and 03/30/2005.
- (7) This Option Expires 03/29/2011.

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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