

WORTHINGTON INDUSTRIES INC

Form 4

July 11, 2008

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 *
CHRISTIE JOHN S

(Last) (First) (Middle)

**C/O WORTHINGTON
INDUSTRIES, INC., 200 OLD
WILSON BRIDGE ROAD**

(Street)

COLUMBUS, OH 43085

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**WORTHINGTON INDUSTRIES
INC [WOR]**

3. Date of Earliest Transaction
(Month/Day/Year)
07/09/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	(A) or (D)	Price		
Common Shares	07/09/2008		M		21,600	A	\$ 12.781	70,630	D
Common Shares	07/09/2008		S		21,600	D	\$ 19.7	49,030	D
Common Shares	07/11/2008		M		8,400	A	\$ 12.781	57,430	D
Common Shares	07/11/2008		S		8,400	D	\$ 19.48	49,030	D
	07/11/2008		M		10,000	A	\$ 12	59,030	D

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Common
Shares

Common
Shares 07/11/2008 S 10,000 D \$ 19.48 49,030 D

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

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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 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)	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 12.781	07/09/2008		M	21,600	06/01/2000 ⁽¹⁾ 05/31/2009	common shares	21,600
Employee Stock Option (Right to Purchase)	\$ 12.781	07/11/2008		M	8,400	06/01/2000 ⁽¹⁾ 05/31/2009	common shares	8,400
Employee Stock Option (Right to Purchase)	\$ 12	07/11/2008		M	10,000	05/19/2001 ⁽¹⁾ 05/19/2009	common shares	10,000
Phantom Stock	⁽²⁾					⁽³⁾ ⁽⁴⁾	common shares	⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

CHRISTIE JOHN S

C/O WORTHINGTON INDUSTRIES, INC.

200 OLD WILSON BRIDGE ROAD

COLUMBUS, OH 43085

X

President & CFO

Signatures

/s/John S.

07/11/2008

Christie

__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).

- This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date. Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually.
- (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.
 - (3) 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.
 - (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 Plans.
 - (5)

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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