

WORTHINGTON INDUSTRIES INC
 Form 4
 June 03, 2005

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2005

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

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Shares | | | | | 893,814 | D | |
| Common Shares | | | | | 19,357 ⁽¹⁾ | I | Cust. Acct./son J. H. McConnell, II |
| Common Shares | | | | | 20,321 ⁽²⁾ | I | Cust. Acct./daughter J. R. |

| | | | |
|---------------|-----------------------|---|--|
| Common Shares | 18,113 ⁽³⁾ | I | McConnell Cust. Acct./ son P.W. McConnell |
| Common Shares | 118,000 | I | Trustee of McConnell Family Trust |
| Common Shares | 12,795 ⁽⁴⁾ | 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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(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Purchase) | \$ 17.01 | 06/01/2005 | | A | 200,000 | 06/01/2006 ⁽⁵⁾ | 05/31/2015 | common shares | 200 |

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/John P.

McConnell

06/03/2005

 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).

Amount listed is the most up-to-date information available regarding shares acquired as a result of an acquisition of common shares
(1) obtained through the Worthington Industries Dividend Reinvestment Plan through May 31, 2005. Between December 15, 2004 and May 31, 2005, 17 common shares were acquired in that fund.

Amount listed is the most up-to-date information available regarding shares acquired as a result of an acquisition of common shares
(2) obtained through the Worthington Industries Dividend Reinvestment Plan through May 31, 2005. Between December 15, 2004 and May 31, 2005, 338 common shares were acquired in that fund.

Amount listed is the most up-to-date information available regarding shares acquired as a result of an acquisition of common shares
(3) obtained through the Worthington Industries Dividend Reinvestment Plan through May 31, 2005. Between December 15, 2004 and May 31, 2005, 301 common shares were acquired in that fund.

The amount listed is based on a plan statement dated as of May 31, 2005, which affects the most up-to-date information available
(4) regarding holdings in the fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan which invests in common shares of the Issuer. Between December 15, 2004 and May 31, 2005, the reporting person acquired 419 common shares in that fund.

This option was granted out of the Company's 2003 Stock Option Plan and vests at 20% per year. Date listed is the first day the options
(5) are available. Subsequent shares vest at 20% annually on 6/01/2007, 6/1/2008, 6/1/2009, and 6/1/2010.

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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