MCCONNELL JOHN P/OH

Form 4 July 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Last)

(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]

3. Date of Earliest Transaction

(Month/Day/Year) 07/01/2008

Issuer

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

5. Relationship of Reporting Person(s) to

below) Chairman/Chief Exec Officer

WORTHINGTON INDUSTRIES. INC., 200 OLD WILSON BRIDGE ROAD

(First)

(Middle)

Security

(Instr. 3)

(Street) 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

COLUMBUS, OH 43085

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A)

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Code V Amount (D) Price Common 12,415,982

(1)

By JDEL, Inc. I

By the Porter Rardin trust f/b/o John P.

Common Shares

Shares

 $2,428,312 \stackrel{(2)}{=} I$

McConnell and Margaret Kollis

Common Shares

1,166,539

D

1

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Common Shares	22,427 (3)	I	As custodian for his son, J. H. McConnell, II
Common Shares	25,662 (3)	I	custodian for his daughter, J.R. McConnell
Common Shares	23,206 (3)	I	Custodian for son, P. W. McConnell
Common Shares	3,824 (3)	I	Custodian for son, C.R.McConnell
Common Shares	3,053 (3)	I	By Spouse, Amy McConnell, as custodian for son, Luke A. Edmonds
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	15,846 <u>(4)</u>	I	By 401(k) Plan Worthington Industries, Inc. Deferred Profit Sharing Plan) (4)

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)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Securi
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		
	Derivative				Disposed of (D)		
	Security				(Instr. 3, 4, and		
					5)		

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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Employee Stock Option (Right to Purchase)	\$ 20.21	07/01/2008	Α		100,000		07/01/2009(5)	06/30/2018	common shares	100

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of net runner runners	Director	10% Owner	Officer	Other			
MCCONNELL JOHN P/OH WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD	X		Chairman/Chief Exec Officer				
COLUMBUS, OH 43085			Lace Officer				

Signatures

/S/ Dale T. Brinkman, as attorney-in-fact for John P.

McConnell

07/02/2008

**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).
- These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned sbusidiary of JMAC, Inc., a private investment company substantially owned, directly or indirectly, by John P. McConnell and certain entities with whom John P. McConnell is affiliated. Effective May 2, 2008, following the death of John H. McConnell, the directors of JDEL granted John P. McConnell sole voting power and sole investment power with respect to these Common Shares.
- These Common Shares are held by The Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis. Following the death of John H.

 (2) McConnell, John P. McConnell may be deemed to have acquired shared voting and dispositive power with respect to such Common Shares by virtue of his right of prior approval of the voting and dispositive powers held by the independent corporate trustee.
- (3) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.
- (4) 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.
- This non-qualified stock option was granted out of the Worthington Industries, Inc. 2003 Stock Option Plan and vests at 20% per year (5) beginning on the first anniversary of the grant date. Date listed is the first day any portion of the option will vest. Additional portions of 20% of the option vest annually on 07/01/2010, 07/01/2011, 07/01/2012, and 07/01/2013.

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