ROBERTS RALPH V

Form 4 May 30, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Middle)

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * ROBERTS RALPH V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WORTHINGTON INDUSTRIES

(Check all applicable)

INC [WOR]

3. Date of Earliest Transaction

(Month/Day/Year) 05/29/2012

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

Exec VP Marketing

WORTHINGTON INDUSTRIES. INC., 200 OLD WILSON BRIDGE ROAD

(First)

(Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

COLUMBUS, OH 43085

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative :	Securi	ties Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	rate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			of (D)	5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Shares	05/29/2012		M	40,000	A	\$ 15.15	68,414	D	
Common Shares	05/29/2012		F	36,649	D	\$ 17.35	31,765	D	
Common Shares							23,496 (1)	I	By 401(k) Plan
Common Shares							200	I	By Spouse

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

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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 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (Right to Purchase)	\$ 15.15	05/29/2012		M	40,000	06/03/2003(2)	06/02/2012(3)	Common Shares	40

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
ROBERTS RALPH V						
WORTHINGTON INDUSTRIES, INC.			Exec VP			
200 OLD WILSON BRIDGE ROAD			Marketing			
COLUMBUS, OH 43085						

Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Ralph V.
Roberts
05/30/2012

**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) 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.
- (2) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long Term Incentive Plan. Date listed is the first day any portion of the option vested. This option has an expiration date of 6/2/12.
- (3) This option expires 6/2/12, Date listed is the last day this option can be exercised.

Reporting Owners 2

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