#### MCCONNELL JOHN P/OH

Form 4 June 04, 2012

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

may continue.

**SECURITIES** 

Estimated average burden hours per response... 0.5

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCCONNELL JOHN P/OH Issuer Symbol **WORTHINGTON INDUSTRIES** (Check all applicable) INC [WOR] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner Other (specify X\_ Officer (give title (Month/Day/Year) below) WORTHINGTON INDUSTRIES. 06/01/2012 Chairman/Chief Exec Officer INC., 200 OLD WILSON BRIDGE ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting COLUMBUS, OH 43085 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. Transactic Code (Instr. 8)	4. Securities on Disposed (Instr. 3, 4	d of (Ľ	<b>)</b> )	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	06/01/2012		M	200,000	A	\$ 15.15	1,435,225	D	
Common Shares	06/01/2012		F	194,017	D	\$ 15.88	1,241,208	D	
Common Shares							12,415,982 (1)	I	By JDEL, Inc.
Common Shares							2,428,312	I	By the Porter Rardin Trust f/b/o John P.

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			McConnell and Margaret Kollis
Common Shares	22,593 (2)	I	As custodian for his son, J. H. McConnell, II
Common Shares	29,255 <u>(2)</u>	I	As custodian for his daughter, J.R. McConnell
Common Shares	25,144 <u>(2)</u>	I	As custodian for his son, P. W. McConnell (2)
Common Shares	4,204 (2)	I	As custodian for his son, C.R.McConnell
Common Shares	3,444 <u>(2)</u>	I	By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds (2)
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	21,977 (3)	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan (3)

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

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Aı Nu Sh
Employee Stock Option (Right to Purchase)	\$ 15.15	06/01/2012		M	200,000	06/03/2003(4)	06/02/2012(5)	common shares	20

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	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							

## **Signatures**

/S/ John P.

McConnell 06/04/2012

\*\*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).
- These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned sbusidiary of (1) 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.
- (2) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.
- (3) 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.
- (4) This non-qualified stock 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 will vest.
- (5) This option has an expiration date of 6/2/12

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.

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