

WINLAND VIRGIL L  
Form 4  
March 27, 2013

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WINLAND VIRGIL L**

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)  
**200 OLD WILSON BRIDGE ROAD**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/26/2013**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_ Other (specify  
below) below)  
**Exec VP-Manufacturing**

**COLUMBUS, OH 43085**

(City) (State) (Zip)

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

**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)	(A) or (D)	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 Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Shares	03/26/2013		M		20,000	\$ 19.2	D	
Common Shares	03/26/2013		F		15,066	\$ 31.04	D	
Common Shares	03/26/2013		M		15,000	\$ 13.25	D	
Common Shares	03/26/2013		F		9,398	\$ 31.04	D	
Common Shares						52,740 <sup>(1)</sup>	I	by 401(k) Plan

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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. 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 19.2	03/26/2013		M	20,000	06/01/2005 <sup>(2)</sup> 06/01/2014	common shares 20,000
Employee Stock Option (Right to Purchase)	\$ 13.25	03/26/2013		M	15,000	07/16/2010 <sup>(3)</sup> 07/15/2019	common shares 15,000

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

WINLAND VIRGIL L  
200 OLD WILSON BRIDGE ROAD  
COLUMBUS, OH 43085

Exec VP-Manufacturing

**Signatures**

/s/Dale T. Brinkman, as attorney-in-fact for Virgil L. Winland

03/27/2013

\_\_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).

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- (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.
- This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 2003 Stock Option Plan and
- (2) vests at 20% per year beginning on the first anniversary of the grant date. Date listed is date on which the first 20% portion of the option vest. Additional portions of 20% of the option vest annually on each of 06/01/2006, 06/01/2007, 06/01/2008, and 06/01/2009.
- This non-qualified stock option was granted out of the Worthington Industries, Inc. 2003 Stock Option Plan and vests at 20% per year
- (3) 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 07/16/2011, 07/16/2012, 07/16/2013, and 07/16/2014.

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.