Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

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WORTHING Form 4 June 27, 201	GTON INDUSTR 3	RIES INC											
									PPROVAL				
	UNITED	S SECURITIES AND EXCHANGE C Washington, D.C. 20549					COMMISSION	OMB Number:	3235-0287				
Check th if no long subject to Section 1 Form 4 o	ger STATEN 6.	GES IN BENEFICIAL OWNERSHIP OI SECURITIES					Expires:January 31 200Estimated averageburden hours per response0.						
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)												
1. Name and A Lockard Ma	Symbol	2. Issuer Name and Ticker or Trading Symbol WORTHINGTON INDUSTRIES					5. Relationship of Reporting Person(s) to Issuer						
				INC [WOR]					(Check all applicable)				
(Last) 200 OLD W	(Month/D	•	ansaction			Director 10% Owner X Officer (give title Other (specify below) VP Corp Dev & Treasurer							
				ndment, Da th/Day/Year)	-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
COLUMBUS, OH 43085 Form filed by Mor Person								Aore than One Re	eporting				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	quired, Disposed o	f, or Beneficial	lly Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D					4. Securi on(A) or Di (D) (Instr. 3,	ispose	d of	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
C				Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Common Shares	06/25/2013			А	2,769 (1)	А	\$0	14,040	D				
Common Shares	06/25/2013			F	966 <u>(2)</u>	D	\$ 32.1	13,074	D				
Common Shares								10,538 <u>(3)</u>	Ι	By 401(k) Plan			

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

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number.

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	Exercise ice of erivative				5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
					Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Repo	rting O	wners										
Reporting Owne		Jame / Address				Relationships	s					
Керог	ting Owner 1		Director	10% Ow	vner O	fficer		Oth	er			
200 OLD	Matthew A WILSON E BUS, OH 43	3RIDGE ROAD 3085			V	VP Corp Dev & Treasurer						
Signa	tures											
/S/Dale T. Brinkman, as attorney-in-fact for Matthew A. Lockard						06	5/27/2013					

<u>**</u>Signature of 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).

A long-term performance share award was granted on 6-1-2010 pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. Common Shares were to be earned based on the level of achievement of specified performance objectives

Date

- (1) over the three-year period ended May 31, 2013. On June 25, 2013, the Compensation Committee of the Company's Board of Directors met and approved the payout of the reported common shares based on the performance of the Company for the three year period ended May 31, 2013.
- (2) Represents shares withheld upon the vesting of restricted stock in order to satisfy the reporting person's tax withholding obligation upon such vesting.
- (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.

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.