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WORTHINGTON INDUSTRIES INC Form 4 September 30, 2013

FORM 4 LINETED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
Washington, D.C. 20549										OMB Number:	3235-0287	
Check this if no long		~ - ~ -			~			Expires:	January 31, 2005			
subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL SECURITIES						LOW	NERSHIP OF	Estimated a burden hou response	average Irs per			
Form 5 obligation may conti <i>See</i> Instru 1(b).	^s Section 1	7(a) of the		ility H	oldi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	·		
(Print or Type R	esponses)											
NELSON CARL A JR Symbol WORTH				Name and Ticker or Trading					 Relationship of Reporting Person(s) to Issuer (Check all applicable) 			
<i>(</i> -)			INC [W	-	_							
(Last) (First) (Middle) 3. Date of (Month/Da 1740 ARLINGTON AVENUE 09/26/20				•					X_ Director 10% Owner Officer (give title Other (specify below) below)			
				endment, Date Original nth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
COLUMBU	S, OH 43212								Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Nor	1-De	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	ecurity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) H)	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	09/26/2013			А		2,570 (1)	A	\$0	27,870	D		

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.

 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. Transactic Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	int of rlying	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		

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Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
NELSON CARL A JR 1740 ARLINGTON AVENUE COLUMBUS, OH 43212	Х								
Signatures									
/s/Dale T. Brinkman, as attorney-in-fact for Carl A.									
Nelson				09/30/2013					
<u>**</u> Signature of Reportir		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).

An award of restricted stock was granted pursuant to the Worthington Industries, Inc. 2006 Equity Incentive Plan for Non-Employee Directors. The restricted stock will vest on the earlier to occur of (1) the first anniversary of the grant date (September 26, 2014); or (2)

(1) the date on which the next Annual Meeting of Shareholders of Worthington Industries, Inc. is held, unless a previous deferral election has been made.

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.