

WORTHINGTON INDUSTRIES INC
 Form 4
 June 02, 2006

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCONNELL JOHN P/OH

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)

3. Date of Earliest Transaction (Month/Day/Year)
 06/01/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman/Chief Exec Officer

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

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

COLUMBUS, OH 43085

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				(A) or (D)	891,614	D	
Common Shares				V	19,947 ⁽¹⁾	I	Cust.Acct/ son J.H. McConnell, II
Common Shares				V	21,627 ⁽²⁾	I	Cust.Acct/ daughter J.R. McConnell

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Common Shares	19,337 ⁽³⁾	I	Cust.Acct/ son P. W. McConnell
Common Shares	550	I	Cust.Acct/ Luke A. Edmonds by Amy L. McConnell
Common Shares	118,000	I	Trustee of McConnell Family Trust
Common Shares	13,295 ⁽⁴⁾	I	By 401(k) Plan
Common Shares	511,750 ⁽⁵⁾	I	Executor of the Estate of Margaret McConnell

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option	\$ 18.17	06/01/2006		A	130,000	06/01/2007 ⁽⁶⁾	05/31/2016	Common Shares	130,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCONNELL JOHN P/OH WORTHINGTON INDUSTRIES, INC.	X		Chairman/Chief Exec Officer	

200 OLD WILSON BRIDGE ROAD
COLUMBUS, OH 43085

Signatures

/s/John P.

McConnell

06/02/2006

 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).

Amount listed is the most up-to-date information available regarding common shares acquired as a result of reinvestment of dividends pursuant to the Worthington Industries, Inc. Dividend Reinvestment and Stock Purchase Plan based on a plan statement dated May 31, 2006. Between December 28, 2005 and May 31, 2006, 19 common shares were acquired through dividend reinvestments.

Amount listed is the most up-to-date information available regarding common shares acquired as a result of reinvestment of dividends pursuant to the Worthington Industries, Inc. Dividend Reinvestment and Stock Purchase Plan based on a plan statement dated May 31, 2006. Between December 28, 2005 and May 31, 2006, 368 common shares were acquired through dividend reinvestments.

Amount listed is the most up-to-date information available regarding common shares acquired as a result of reinvestment of dividends pursuant to the Worthington Industries, Inc. Dividend Reinvestment and Stock Purchase Plan based on a plan statement dated May 31, 2006. Between December 28, 2005 and May 31, 2006, 328 common shares were acquired through dividend reinvestments.

Amount listed is the most up-to-date information available regarding holdings in the fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan which invests in common shares of the Issuer, based on a plan statement dated as of May 31, 2006. Between December 28, 2005 and May 31, 2006, the reporting person acquired 176 common shares in that fund.

The reporting person is the Executor of the Estate of Margaret McConnell, which holds the reported 511,750 common shares. The reporting person disclaims beneficial ownership of the reported 511,750 common shares except to the extent of his pecuniary interest therein.

This option was granted out of the Worthington Industries, Inc. 2003 Stock Option 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. Additional portions of 20% of the option vest annually on 6/01/2008, 6/01/2009, 6/01/2010 and 6/01/2011.

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.