

WORTHINGTON INDUSTRIES INC

Form 4

September 29, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
BRINKMAN DALE T2. 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)
09/25/2008☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
VP-Admin & Secretary

COLUMBUS, OH 43085

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

(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 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	09/25/2008		M	10,000	A \$ 13	36,318	D
Common Shares	09/25/2008		S	5,000	D \$ 17.55	31,318	D
Common Shares	09/25/2008		F	4,307	D \$ 17.55	27,011	D
Common Shares					47 ⁽¹⁾	I	By 401(k) Plan

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 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)	\$ 13	09/25/2008		M	10,000	11/18/1999 ⁽²⁾ 11/17/2008	common shares 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BRINKMAN DALE T 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	VP-Admin & Secretary

Signatures

/s/Dale T.
Brinkman 09/29/2008

__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).

(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.

(2) This 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 (11/18/1998). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 11/18/2000, 11/18/2001, 11/18/2002 and 11/18/2003. The last day to exercise out of this option grant is 11/17/2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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