

WORTHINGTON INDUSTRIES INC

Form 3

February 23, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Lockard Matthew A

(Last) (First) (Middle)

200 OLD WILSON BRIDGE ROAD

(Street)

COLUMBUS, OH 43085

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/20/2009

3. Issuer Name and Ticker or Trading Symbol

WORTHINGTON INDUSTRIES INC [WOR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other (give title below) (specify below)

VP Corp Dev & Treasurer

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 Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Shares

1,500

D

A

Common Shares

7,146 ⁽¹⁾

I

By 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Phantom Stock, acquired under deferred compensation plan	Â (2)	Â (3)	common shares	540	\$ (4)	D	Â
Employee Stock Option (Right to Purchase)	05/19/2001(5)	05/18/2000	common shares	600	\$ 12	D	Â
Employee Stock Option (Right to Purchase)	03/30/2002(5)	03/29/2011	common shares	4,000	\$ 9.3	D	Â
Employee Stock Option (Right to Purchase)	06/03/2003(5)	06/02/2012	common shares	9,000	\$ 15.15	D	Â
Employee Stock Option (Right to Purchase)	06/02/2004(5)	06/01/2013	common shares	8,000	\$ 15.26	D	Â
Employee Stock Option (Right to Purchase)	06/01/2005(6)	05/31/2014	common shares	10,000	\$ 19.2	D	Â
Employee Stock Option (Right to Purchase)	06/01/2007(6)	05/31/2016	common shares	10,000	\$ 17.01	D	Â
Employee Stock Option (Right to Purchase)	07/02/2008(6)	07/01/2017	common shares	10,000	\$ 18.17	D	Â
Employee Stock Option (Right to Purchase)	07/01/2009(6)	06/30/2018	common shares	10,000	\$ 22.73	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lockard Matthew A 200 OLD WILSON BRIDGE ROAD COLUMBUS,Â OHÂ 43085	Â	Â	Â VP Corp Dev & Treasurer	Â

Signatures

/s/Matthew A.
Lockard

02/23/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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)

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The account balances related to the theoretical common shares may be immediately transferred to other investment options under the terms of the deferred compensation plans.

- (3) These are unfunded accounts under Worthington Industries, Inc.'s deferred compensation plan invested in phantom stock. Distributions are made only in cash, and generally commence upon retirement or other termination of employment.
- (4) The accounts track common shares on a one-for-one basis
- (5) This non-qualified stock option was granted out of the Company's 1990 Stock Option Plan and vests at 20% per year. Date listed is the first day the options were available.
- (6) This non-qualified stock option was granted out of the Company's 2003 Stock Option Plan and vests at 20% per year. Date listed is the first day the options were available.

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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