

MCCONNELL JOHN P/OH
 Form 4
 February 02, 2012

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)
 01/31/2012

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

WORHTINGTON 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)
				(A) or (D) Code V Amount (D) Price			
Common Shares					1,235,225	D	
Common Shares					12,415,982 <u>(1)</u>	I	By JDEL, Inc. <u>(1)</u>
Common Shares					2,428,312	I	By the Porter Rardin Trust f/b/o John P. McConnell and Margaret Kollis

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Common Shares						22,584 ⁽²⁾	I	As custodian for his son, J. H. McConnell, II ⁽²⁾
Common Shares						29,063 ⁽²⁾	I	As custodian for his daughter, J.R. McConnell ⁽²⁾
Common Shares						25,144 ⁽²⁾	I	As custodian for his son, P. W. McConnell ⁽²⁾
Common Shares						4,181 ⁽²⁾	I	As custodian for his son, C.R.McConnell ⁽²⁾
Common Shares						3,428 ⁽²⁾	I	By Spouse, Amy McConnell, as custodian for her son, Luke A. Edmonds ⁽²⁾
Common Shares						118,000	I	By The McConnell Family Trust
Common Shares						255,875	I	By The Margaret R. McConnell Trust f/b/o Margaret Kollis
Common Shares						21,306 ⁽³⁾	I	By the Worthington Industries, Inc. Deferred Profit Sharing Plan ⁽³⁾
Common Shares	01/31/2012	S	3,615	D	\$ 18.5128	300,271 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	02/01/2012	S	50,000	D	\$ 18.5492	250,271 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	02/01/2012	S	20,802	D	\$ 18.7659	229,469 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾

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Common Shares	02/02/2012	S	14,600	D	\$ 18.9146	214,869 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	02/02/2012	S	7,500	D	\$ 18.6501	207,369 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	02/02/2012	S	16,514	D	\$ 18.6191	190,855 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾
Common Shares	02/02/2012	S	1,183	D	\$ 18.6	189,672 ⁽⁴⁾	I	As Executor of the Estate of John H. McConnell ⁽⁴⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Dale T. Brinkman, as attorney-in-fact for John P.
McConnell

02/02/2012

**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).

These Common Shares are held of record by JDEL, Inc., a Delaware corporation ("JDEL"). JDEL is a wholly-owned subsidiary of

(1) JMAC, Inc., a private investment company substantially owned, directly or indirectly, by John P. McConnell and certain entities with whom John P. McConnell is affiliated.

(2) The account is enrolled in the Company's dividend reinvestment plan and the amount listed is the most up-to-date information available.

(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.

(4) These Common Shares are held in the Estate of John H. McConnell (the "Estate"). John P. McConnell is a co-executor and beneficiary of the Estate, and disclaims beneficial ownership of these Common Shares except to the extent of his pecuniary interest therein.

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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