

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Lockard Matthew A | | (Month/Day/Year) | WORTHINGTON INDUSTRIES INC [WOR] | |
| (Last) | (First) | (Middle) | 02/20/2009 | |
| 200 OLD WILSON BRIDGE ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| COLUMBUS,Â OHÂ 43085 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP Corp Dev & Treasurer | |

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 | Â |
| 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, OH 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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