WORTHINGTON INDUSTRIES INC

Form 4

October 05, 2005

FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

CURITIES

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person *

(First)

WELCH RICHARD G

2. Issuer Name and Ticker or Trading

Symbol

WORTHINGTON INDUSTRIES

INC [WOR]

3. Date of Earliest Transaction

(Month/Day/Year)

200 OLD WILSON BRIDGE ROAD 10/03/2005

(Middle)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

____ Director _____ 10% Owner ____ X__ Officer (give title _____ Other (specify

below) below)

Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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. Transactic Code (Instr. 8)	(A) or			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	10/03/2005		M	4,000	A	\$ 12	9,056	D		
Common Shares	10/03/2005		S	2,958	D	\$ 20.9512	6,098	D		
Common Shares	10/03/2005		M	3,000	A	\$ 9.3	9,098	D		
Common Shares	10/03/2005		S	1,986	D	\$ 20.9512	7,112	D		
Common Shares	10/03/2005		M	8,000	A	\$ 15.15	15,112	D		

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Common Shares	10/03/2005	S	6,639	D	\$ 20.9512	8,473	D
Common Shares	10/03/2005	M	4,000	A	\$ 15.26	12,473	D
Common Shares	10/03/2005	S	3,333	D	\$ 20.9512	9,140	D
Common Shares	10/03/2005	M	3,000	A	\$ 19.2	12,140	D
Common Shares	10/03/2005	D	2,839	D	\$ 20.9512	9,301	D

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on f 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	\$ 12	10/03/2005		M		4,000	05/19/2001(1)	05/19/2010	common shares	4,000
Employee Stock Option	\$ 9.3	10/03/2005		M		3,000	03/30/2002(2)	03/30/2011	common shares	3,000
Employee Stock Option	\$ 15.15	10/03/2005		M		8,000	06/03/2003(3)	06/03/2012	common shares	8,000
Employee Stock Option	\$ 15.26	10/03/2005		M		4,000	06/02/2004(4)	06/02/2013	common shares	4,000
Employee Stock	\$ 19.2	10/03/2005		M		3,000	06/01/2005(5)	06/01/2014	common shares	3,000

Option

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WELCH RICHARD G 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085

Controller

Signatures

Richard G. 10/05/2005 Welch

**Signature of Date
Reporting Person

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).
- This option was granted out of the Worthington Industries, Inc. 1990 Non-Qualified Stock Option Plan and vests at 20% per year beginning on the first anniversary of the grant date (5/19/01). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 5/19/2002, 5/19/2003 and 5/19/2004. The remaining portion of the option will continue to vest on 5/19/2005.
- This option was granted out of the Worthington Industries, Inc. 1990 Non-Qualified Stock Option Plan and vests at 20% per year beginning on the first anniversary of the grant date (3/30/02). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 3/30/2003, 3/30/2004 and 3/30/05. The remaining portion of the option will continue to vest on 3/30/06.
- This option was granted out of the Worthington Industries, Inc. 1990 Stock Option Plan and vests at 20% per year beginning on the first anniversary of the grant date (6/03/03). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 06/03/2004, 6/03/2005 and 6/03/2006. The remaining portion of the option will continue to vest on 6/03/2007.
- 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 (06/02/2004). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 06/02/2005, 06/02/2006 and 6/02/2007. The remaining portion of the option will continue to vest on 06/02/2008
- 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 (06/01/2005). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 06/01/2006, 06/01/2007 and 6/01/2008. The remaining portion of the option will continue to vest on 06/01/2009.

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.

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