

WINLAND VIRGIL L
Form 4
January 11, 2010

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 *
WINLAND VIRGIL L

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)
200 OLD WILSON BRIDGE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP-Manufacturing

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 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Shares | 01/08/2010 | | M | 10,000 A \$ 12 | 45,020 | D | |
| Common Shares | 01/08/2010 | | S | 8,200 D \$ 17.3412 | 36,820 | D | |
| Common Shares | 01/08/2010 | | M | 5,000 A \$ 9.3 | 41,820 | D | |
| Common Shares | 01/08/2010 | | S | 3,625 D \$ 17.3412 | 38,195 | D | |
| Common Shares | | | | | 45,784 ⁽¹⁾ | I | By 401(k) Plan |

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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) | \$ 12 | 01/08/2010 | | M | 10,000 | 05/19/2001 ⁽²⁾ 05/18/2010 | common shares 10,000 |
| Employee Stock Option (Right to Purchase) | \$ 9.3 | 01/08/2010 | | M | 5,000 | 03/30/2002 ⁽³⁾ 03/29/2011 | common shares 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WINLAND VIRGIL L
200 OLD WILSON BRIDGE ROAD
COLUMBUS, OH 43085

Exec VP-Manufacturing

Signatures

/s/Dale T. Brinkman as attorney-in-fact for Virgil L. Winland

01/11/2010

__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).

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- (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 (5/19/2001). 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, 5/19/2004 and 5/19/2005. The option expires on 5/19/2010.

- (3) 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 (3/30/2002). 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, 3/30/2005 and 3/30/2006.

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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