

WORTHINGTON INDUSTRIES INC
 Form 4
 July 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Goussetis Harry A

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)
 06/28/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Pres.-Worthington Cylinder Cor

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Shares | | | | | 13,007 | D | |
| Common Shares | | | | | 3,186 ⁽¹⁾ | I | By 401(k) Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

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 |
| Phantom Stock | (2) | 06/28/2007 | | A | 382 | (3) | (4) | common shares | 382 |
| Phantom Stock | (2) | 06/29/2007 | | A | 30 | (3) | (4) | common shares | 30 |
| Employee Stock Option (Right to Purchase) | \$ 22.73 | 07/02/2007 | | A | 22,500 | 07/02/2008 ⁽⁶⁾ | 07/02/2017 | common shares | 22,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goussetis Harry A 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | | | Pres.-Worthington Cylinder Cor | |

Signatures

/s/Harry A.
Goussetis

07/02/2007

**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).
- (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) The accounts track common shares on a one-for-one basis
- (3) 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.
- (4)

Edgar Filing: WORTHINGTON INDUSTRIES INC - Form 4

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.

- (5) The amount reported represents an additional unfunded theoretical common shares (i.e., phantom stock) credited pursuant to the dividend reinvestment feature of the Worthington Industries, Inc.'s Deferred Compensation Plans.

- 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. Date listed is the first day any portion of the option will vest. Additional portions of 20% of the option vest annually on 07/02/2009, 07/02/2010, 07/02/2011 and 07/02/2012.
- (6)

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.