

SMOLENSKI ERIC M
Form 4
June 28, 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 *
SMOLENSKI ERIC M

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)
06/26/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Information Officer

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|------------|---|----------------|
| | | | Code | V | Amount or Price | | | | | |
| Common Shares | 06/26/2012 | | A | | 4,114 (1) | A | \$ 0 | 15,442 (2) | D | |
| Common Shares | 06/26/2012 | | F | | 1,397 | D | \$ 17.24 | 14,045 | D | |
| Common Shares | | | | | | | | 4,800 (3) | I | By 401(k) Plan |

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

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number.

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Phantom Stock, acquired under deferred compensation plan | (4) | | | Code V | (A) (D) | Date Exercisable (5) Expiration Date (6) | Title common shares (7) | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMOLENSKI ERIC M 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | | | Chief Information Officer | |

Signatures

/s/Dale T. Brinkman as Attorney-in-Fact for Eric M Smolenski
 **Signature of Reporting Person
 Date 06/28/2012

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) A long-term performance share award was granted on 6-1-2009 pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. Common Shares were to be earned based on the level of achievement of specified performance objectives over the three-year period ended May 31, 2012. On June 26, 2012, the Compensation Committee of the Company's Board of Directors met and approved the payout of the reported common shares based on the performance of the Company for the three year period ended May 31, 2012.
- (2) An award of restricted stock was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. The restricted stock will vest on the third anniversary of June 29, 2015.

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- (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) The accounts track common shares on a one-for-one basis
- (5) 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.
- (6) 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.
- (7) The amount reported represents 9 additional unfunded theoretical common shares (i.e., phantom stock) credited to participant's account pursuant to the dividend reinvestment feature of the Worthington Industries, Inc. Deferred Compensation Plan.

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.