

SCHIAVO MARY FACKLER
 Form 4
 July 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
 SCHIAVO MARY FACKLER

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/03/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

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

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. 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 | 07/03/2012 | | M | 2,000 | \$ 19.15 | A | D |
| Common Shares | 07/03/2012 | | F | 1,786 | \$ 21.43 | D | D |
| Common Shares | 07/03/2012 | | M | 5,000 | \$ 17.23 | A | D |
| Common Shares | 07/03/2012 | | F | 4,019 | \$ 21.43 | D | D |
| | 07/03/2012 | | M | 8,200 | | A | D |

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| | | | | | | | |
|---------------|------------|---|-------|---|----------|----------|---|
| Common Shares | | | | | | \$ 17.11 | |
| Common Shares | 07/03/2012 | F | 6,546 | D | \$ 21.43 | 27,135 | D |
| Common Shares | 07/03/2012 | M | 9,750 | A | \$ 13.9 | 36,885 | D |
| Common Shares | 07/03/2012 | F | 6,323 | D | \$ 21.43 | 30,562 | D |
| Common Shares | 07/03/2012 | M | 9,750 | A | \$ 15.03 | 40,312 | D |
| Common Shares | 07/03/2012 | F | 6,837 | D | \$ 21.43 | 33,475 | D |

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 |
| Stock Option (Right to purchase) | \$ 19.15 | 07/03/2012 | | M | 2,000 | 09/26/2003 ⁽¹⁾ 09/25/2012 | common shares | 2,000 |
| Stock Option (Right to purchase) | \$ 17.23 | 07/03/2012 | | M | 5,000 | 09/27/2007 ⁽²⁾ 09/26/2016 | common shares | 5,000 |
| Stock Option (Right to purchase) | \$ 17.11 | 07/03/2012 | | M | 8,200 | 09/24/2009 ⁽²⁾ 09/23/2018 | common shares | 8,200 |

| | | | | | | | | |
|----------------------------------|----------|------------|---|-------|---------------------------|------------|---------------|-------|
| Stock Option (Right to purchase) | \$ 13.9 | 07/03/2012 | M | 9,750 | 09/30/2010 ⁽²⁾ | 09/29/2019 | common shares | 9,750 |
| Stock Option (Right to purchase) | \$ 15.03 | 07/03/2012 | M | 9,750 | 09/30/2011 ⁽²⁾ | 09/29/2020 | common shares | 9,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHIAVO MARY FACKLER WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085 | X | | | |

Signatures

/s/Dale T. Brinkman as attorney-in-fact for Mary Schiavo 07/05/2012

__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) This option was granted out of the Worthington Industries, Inc. 2000 Stock Option Plan for Outside Directors. Date shown is the date shares granted became vested and fully exercisable.
- (2) This option was granted out of the Worthington Industries, Inc. 2006 Non-Employee Stock Ownership Plan for Outside Directors. Date shown is the date shares granted became vested and fully exercisable.

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.