

WORTHINGTON INDUSTRIES INC
 Form 144
 January 20, 2012

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

OMB APPROVAL
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FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933
 ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

SEC USE ONLY
 DOCUMENT SEQUENCE NO.
 CUSIP NUMBER

1 (a) NAME OF ISSUER (Please type or print) (b) IRS IDENT. NO. (c) S.E.C. FILE NO.
 WORTHINGTON INDUSTRIES, INC. 31-1189815 1-8399

WORK LOCATION

1 (d) ADDRESS OF ISSUER
 CODE

STREET

(e) TELEPHONE NO.
 AREA CODE NUMBER STATE ZIP
 614 438-3210

200 ROAD COLUMBUS

OLD WILSON BRIDGE
 OH 43085

2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD

(b) RELATIONSHIP TO ISSUER (c) ADDRESS STREET
 200 OLD WILSON BRIDGE ROAD

CITY STATE ZIP CODE
 COLUMBUS OH 43085

THE ESTATE OF JOHN H. McCONNELL

ESTATE AS TO WHICH AFFILIATE OF ISSUER IS A CO-EXECUTOR

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units To Be	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares Or Other Units Outstanding	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr.
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	Offered or Each Market Maker who is Acquiring the Securities	Sold (See instr. 3(c))	(See instr. 3(e))	3(g)
COMMON SHARES	Huntington Investment Company Huntington Center 41 South High Street, 2nd Fl Mail Code HC0220 Columbus, OH 43215-6101	442,600	\$8,431,530 (This amount is based on the closing price of the common shares on 01-18-12 which was \$19.05)	69,450,591 01/20/2012 NYSE

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (02-08)

TABLE I – SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (if gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
common shares	04-25-2008	On 04-25-2008, John H. McConnell passed away and 1,642,600 common shares went into the Estate of John H. McConnell	John H. McConnell	1,642,600	None	None

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid

TABLE II – SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
N/A				
REMARKS:				

INSTRUCTIONS:

ATTENTION:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that person for whose account the securities are to be sold he does not know any material adverse information in regard to but also as to all other persons included in that the current and prospective operations of the Issuer of the definition. In addition, information shall be given as securities to be sold which has not been publicly disclosed. If to sales by all persons whose sales are required by such person has adopted a written trading plan or given trading paragraph (e) of Rule 144 to be aggregated with sales instructions to satisfy Rule 10b5-1 under the Exchange Act, by

for the account of the person filing this notice.

signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

DATE OF NOTICE

01/20/12

THE ESTATE OF JOHN H. McCONNELL

By: /s/ John P. McConnell
Minor

By: /s/ Daniel

John P. McConnell, Daniel Minor,
as co-executor as
co-executor

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION,
IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

1/06/2010 7439337

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