

KASICH JOHN
Form 4
November 17, 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 *
KASICH JOHN

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)
11/16/2010

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares	11/16/2010		M	2,000	A	\$ 11.05	12,500	D
Common Shares	11/16/2010		S	2,000	D	\$ 15.427	10,500	D
Common Shares	11/16/2010		M	4,000	A	\$ 12.6	14,500	D
Common Shares	11/16/2010		S	4,000	D	\$ 15.427	10,500	D
	11/16/2010		M	9,750	A	\$ 13.9	20,250	D

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Common Shares

Common Shares	11/16/2010	S	9,750	D	\$ 15.427	10,500	D
Common Shares	11/16/2010	M	9,750	A	\$ 15.03	20,250	D
Common Shares	11/16/2010	S	9,750	D	\$ 15.427	10,500	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)
Non-Qualified Stock Option (right-to-buy)	\$ 11.05	11/16/2010		M	2,000	09/27/2002 ⁽¹⁾ 09/27/2011	common shares 2
Non-Qualified Stock Option (right-to-buy)	\$ 12.6	11/16/2010		M	4,000	09/25/2004 ⁽¹⁾ 09/25/2013	common shares 4
Non-Qualified Stock Option (right-to-buy)	\$ 13.9	11/16/2010		M	9,750	09/30/2010 ⁽²⁾ 09/30/2019	common shares 9
Non-Qualified Stock Option (right-to-buy)	\$ 15.03	11/16/2010		M	9,750	11/03/2010 ⁽³⁾ 09/30/2020	common shares 9

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

KASICH JOHN
WORTHINGTON INDUSTRIES, INC. X
200 OLD WILSON BRIDGE ROAD
COLUMBUS, OH 43085

Signatures

/s/ Dale T. Brinkman, as attorney-in-fact for John R. Kasich 11/17/2010

__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).
 - (1) This option was granted out of the Worthington Industries, Inc. 2000 Stock Option Plan for Outside Directors and will become vested and fully exercisable on the first to occur: (i) the first anniversary of the Grant Date or (ii) the date of the Company's next Annual Meeting of Shareholders following the Grant Date. Date listed is the first day this option was exercisable.
 - (2) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2006 Equity Incentive Plan for Non-Employee Directors and will become vested and fully exercisable on the first to occur: (i) the first anniversary of the grant date (September 24, 2009) or (ii) the date of the next Annual Meeting of Shareholders of Worthington Industries, Inc. following the grant date. Date listed is the first day this option was exercisable.
 - (3) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2006 Equity Incentive Plan for Non-Employee Directors and became vested and fully exercisable upon retirement from the Worthington Industries, Inc. Board of Directors, effective November 2, 2010.

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.