

WORTHINGTON INDUSTRIES INC

Form SC 13G/A

February 09, 2006

OMB APPROVAL
OMB Number: 3235-0145
Expires: January 31, 2006
Estimated average burden
hours per response...11

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 26)***

WORTHINGTON INDUSTRIES, INC.

(Name of Issuer)

Common Shares, No Par Value

(Title of Class of Securities)

981811 10

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 981811 10

Page 2 of 5

NAMES OF REPORTING PERSONS:

1

John H. McConnell

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

United States

SOLE VOTING POWER:

5

NUMBER OF 14,058,783

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

-0-

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

14,058,783

SHARED DISPOSITIVE POWER:

WITH: 8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

14,058,783

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

15.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

CUSIP NO. 981811 10

13G

Page 3 of 5 Pages

Item 1.

- (a). Name of Issuer:
Worthington Industries, Inc.

- (b). Address of Issuer's Principal Executive Offices:
200 Old Wilson Bridge Road, Columbus, Ohio 43085

Item 2.

- (a). Name of Person Filing:
John H. McConnell

- (b). Address of Principal Business Office or, if None, Residence:
200 Old Wilson Bridge Road, Columbus, Ohio 43085

- (c). Citizenship:
United States

- (d). Title of Class of Securities:
Common Shares, no par value

- (e). CUSIP Number:
981811 10

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (3), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).;
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP NO. 981811 10

13G

Page 4 of 5 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
14,058,783

- (b) Percent of class:
15.9%

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
14,058,783

 - (ii) Shared power to vote or to direct the vote:
-0-

 - (iii) Sole power to dispose or to direct the disposition of:
14,058,783

 - (iv) Shared power to dispose or to direct the disposition of:
-0-

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. o

Item 10. Certifications:

- (b) **The following certification shall be included in the statement is filed pursuant to §240.13d-1(c):**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP NO. 981811 10

**13G
SIGNATURE**

Page 5 of 5 Pages

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2006

/s/ John H. McConnell
Signature

John H. McConnell
Name/Title