WORTHINGTON INDUSTRIES INC

Form 4

December 16, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

(Middle)

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * MCCONNELL JOHN P/OH

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WORTHINGTON INDUSTRIES

INC [WOR]

X Director 10% Owner

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year) 12/15/2004

_X__ Officer (give title . _ Other (specify below) Chairman/Chief Exec Officer

WORTHINGTON INDUSTRIES. INC., 200 OLD WILSON BRIDGE ROAD

(First)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

COLUMBUS, OH 43085

X Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Seci	urities .	Acquired, Dispo	sed of, or Bei	neficially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Secur TransactionAcquire Code Dispose (Instr. 8) (Instr. 3)		(A) or d of (D) 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)
Common Shares	12/15/2004		Code V G	Amount 1,575	(D)	Price \$ 0	886,814	D	
Common Shares	12/15/2004		G	525	A	\$ 0	16,834 (1)	I	Cust Acct/son, J.H.McConnell, II
Common Shares	12/15/2004		G	525	A	\$ 0	19,983 (1)	I	Cust. Acct/daughter, J.R.McConnell
Common	12/15/2004		G	525	A	\$0	17,812 <u>(1)</u>	I	Cust. Acct./son,

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Shares			P.W. McConnell
Common Shares	118,000	I	Trustee of McConnell Family Trust
Common	12,376 <u>(2)</u>	I	By 401(k) Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

McConnell

**Signature of

Reporting Person

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
MCCONNELL JOHN P/OH WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085	X		Chairman/Chief Exec Officer				
Signatures							
John P.							

12/16/2004

Date

Reporting Owners 2

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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) Custodial share accts. reflect acquisition of common shares resulting from gift and also an acquisition of common shares under Issuer's Dividend Reinvestment Plan.
- (2) The Company Plan Fund invests in common shares of Worthington Industries, Inc. and the amount listed is the latest updated amount held

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.