Stoe George P Form 4 March 01, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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2005

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Stoe George P Issuer Symbol **WORTHINGTON INDUSTRIES** (Check all applicable) INC [WOR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 200 OLD WILSON BRIDGE RD. 01/13/2006 Exec V.P. & COO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting COLUMBUS, OH 43085 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned

> Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Following

(Instr. 4)

(Instr. 4)

Common $1,067 \frac{(1)}{2}$ Ι By 401(k) Shares

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)

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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. Transactic Code (Instr. 8)	5. onNumber 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)		8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	(2)	01/13/2006		A	37	(3)	<u>(4)</u>	Common Shares	37	\$ 19.34
Phantom Stock	(2)	01/30/2006		A	35	(3)	<u>(4)</u>	Common Shares	36	\$ 20.58
Phantom Stock	(2)	02/15/2006		A	37	(3)	<u>(4)</u>	Common Shares	37	\$ 19.38
Phantom Stock	(2)	02/28/2006		A	38	<u>(3)</u>	<u>(4)</u>	Common Shares	38	\$ 19.56

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Stoe George P

200 OLD WILSON BRIDGE RD. COLUMBUS, OH 43085

Exec V.P. & COO

Signatures

/s/Dale T. Brinkman as attorney-in-fact for George P.

Stoe 03/01/2006

**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).
- The amount listed is based on the most up-to-date information available regarding holdings in the fund under the Worthington Industries (1) Deferred Profit Sharing Plan which invests in common shares of the issuer. Between December 21, 2005 and February 24, 2006, the reporting person acquired 66 common shares in that fund.
- (2) The accounts track common shares on a one-for-one basis
- (3) The account balances related to the theoretical common shares may be immediately transferred to other investment options under the terms of the deferred compensation plans.

(4)

Reporting Owners 2

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Reflects changes in accounts invested in phantom stock as a result of dividend reinvestment feature of Worthington Industries, Inc.'s deferred compensation plans.

(5) Amount of Securities Beneficially Owned reflects the current number of shares owned as a result of an acquisition of common shares obtained through the Issuer's Dividend Reinvestment Plan.

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.