Stoe George P Form 4 February 04, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Stoe George P

2. Issuer Name and Ticker or Trading

Issuer

Symbol

**WORTHINGTON INDUSTRIES** 

(Check all applicable)

5. Relationship of Reporting Person(s) to

INC [WOR]

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X\_ Officer (give title below)

10% Owner Other (specify

200 OLD WILSON BRIDGE RD.

(Street)

02/01/2008

Exec V.P. & COO

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

COLUMBUS, OH 43085

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Form filed by More than One Reporting Person

(City) (State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Form: Direct Beneficially (D) or Indirect (I) Owned Following (Instr. 4) Reported

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Common Shares

Code V Amount (D) Price

By 401(k)  $1,972 \frac{(1)}{2}$ Ι Plan

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

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.

SEC 1474 (9-02)

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

#### Edgar Filing: Stoe George P - Form 4

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock, acquired under deferred compensation plan	<u>(2)</u>	02/01/2008		A	115	<u>(3)</u>	<u>(4)</u>	common shares	115	\$

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stoe George P

200 OLD WILSON BRIDGE RD. Exec V.P. & COO

COLUMBUS, OH 43085

## **Signatures**

/s/George P. 02/04/2008 Stoe

\*\*Signature of Date
Reporting Person

# **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) Amount listed is the most up-to-date information available regarding holdings in the Company Plan Fund which invests in Common Shares of the Company.
- (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) These are unfunded accounts under Worthington Industries, Inc.'s deferred compensation plan invested in phantom stock. Distributions are made only in cash, and generally commence upon retirement or other termination of employment.

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.

Reporting Owners 2