

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-10** | Period of Report: **2013-01-09**  
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([HTML Version](#) on [secdatabase.com](#))

### REPORTING OWNER

#### **BRINKMAN DALE T**

CIK: **1106144**

Type: **4** | Act: **34** | File No.: **001-08399** | Film No.: **13522089**

Mailing Address  
*200 OLD WILSON BRIDGE  
ROAD  
COLUMBUS OH 43085*

### ISSUER

#### **WORTHINGTON INDUSTRIES INC**

CIK: **108516** | IRS No.: **311189815** | State of Incorporation: **OH** | Fiscal Year End: **0531**  
SIC: **3310** Steel works, blast furnaces & rolling & finishing mills

Mailing Address  
*200 OLD WILSON BRIDGE  
ROAD  
COLUMBUS OH 43085*

Business Address  
*200 OLD WILSON BRIDGE  
ROAD  
COLUMBUS OH 43085  
6144383210*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person <b>BRINKMAN DALE T</b>			2. Issuer Name and Ticker or Trading Symbol <b>WORTHINGTON INDUSTRIES INC</b> [WOR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>VP-Admin &amp; Secretary</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
200 OLD WILSON BRIDGE ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)				
(Street) <b>COLUMBUS, OH 43085</b>							
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	01/09/2013		M		6,500	A	\$15.26	44,042	D	
Common Shares	01/09/2013		S		6,500	D	\$27.55	37,542	D	
Common Shares								55 <sup>(1)</sup>	I	By 401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Purchase)	\$15.26	01/09/2013		M		6,500		06/02/2004 <sup>(2)</sup>	06/01/2013	common shares	6,500	\$ 0	0	D	

**Explanation of Responses:**

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. This non-qualified stock option was granted under the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date. Date listed is date on which the first 20% portion of the option will vest. Additional portions of 20% of the option vest annually on each of 06/02/2005, 06/02/2006, 06/02/2007, and 06/02/2008.

**Signatures**

/s/Dale T. Brinkman

\*\* Signature of Reporting Person

01/10/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**