

BILLMAN ANDREW J  
 Form 3  
 August 01, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL  
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â BILLMAN ANDREW J                        |         | (Month/Day/Year)                     | WORTHINGTON INDUSTRIES INC [WOR]   |  |
| (Last)                                    | (First) | (Middle)                             | 08/01/2011   |  |
| 200 OLD WILSON BRIDGE ROAD                |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| COLUMBUS,Â OHÂ 43085                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | Pres., Worthington Cylinders   | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares                   | 1,000 <sup>(1)</sup>                                  | D  | Â   |
| Common Shares                   | 536   | I  | By 401(k) <sup>(2)</sup>                              |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|   | Date Exercisable          | Expiration Date | Title         | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|---|---------------------------|-----------------|---------------|----------------------------|---------------------|---|---|
| Employee Stock Option (Right to Purchase) | 12/03/2008 <sup>(3)</sup> | 12/03/2017      | common shares | 3,000                      | \$ 20.8             | D   | Â |
| Employee Stock Option (Right to Purchase) | 10/16/2010 <sup>(3)</sup> | 10/16/2019      | common shares | 2,500                      | \$ 13.39            | D   | Â |
| Employee Stock Option (Right to Purchase) | 07/02/2011 <sup>(4)</sup> | 07/02/2020      | common shares | 10,000                     | \$ 12.05            | D   | Â |
| Employee Stock Option (Right to Purchase) | 06/30/2012 <sup>(5)</sup> | 06/30/2021      | common shares | 6,500                      | \$ 23.1             | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| BILLMAN ANDREW J<br>200 OLD WILSON BRIDGE ROAD<br>COLUMBUS, OH 43085 | Â             | Â         | Â Pres., Worthington Cylinders | Â     |

## Signatures

/s/Dale T. Brinkman, as attorney-in-fact for Andrew J. Billman

08/01/2011

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) An award of restricted stock was granted pursuant to the Worthington Industries, Inc. Amended and Restated 1997 Long-Term Incentive Plan. The restricted stock will vest on the third anniversary of the grant date (6/30/2014).
  - (2) 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.
  - (3) This non-qualified stock option was granted out of the Company's Amended and Restated 2003 Stock Option Plan and vests at 20% per year. Date listed is the first day the options are available.  
This non-qualified stock option was granted out of 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 the first day any portion of the option vested.
  - (5) This non-qualified stock option was granted pursuant to the Worthington Industries, Inc. 2010 Stock Option Plan and vests at 33.33% per year. Date listed is the first day the options are available.

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.