

WORTHINGTON INDUSTRIES INC

Form 4

June 02, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN 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 *
Ponko Edmund L2. Issuer Name and Ticker or Trading
Symbol
WORTHINGTON INDUSTRIES
INC [WOR]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
200 OLD WILSON BRIDGE RD.
(Street)3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2006☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres. Dietrich Industries

COLUMBUS, OH 43085

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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	(D)	Price

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 18.17	06/01/2006	A		35,000		06/01/2007 ⁽¹⁾	05/31/2016	common shares	35,000
Phantom Stock	⁽²⁾						⁽³⁾	⁽⁴⁾	common shares	10,790

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ponko Edmund L 200 OLD WILSON BRIDGE RD. COLUMBUS, OH 43085	Pres. Dietrich Industries

Signatures

/s/ Dale T. Brinkman, as attorney-in-fact for Edmund L.
Ponko, Jr. 06/02/2006

 **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).

This option was granted out of the Worthington Industries, Inc. 2003 Stock Option 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 vests. Additional portions of 20% of the option vest annually on 6/01/2008, 6/01/2009, 6/01/2010 and 6/01/2011.

(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.

Amount listed is the most up-to-date information available regarding phantom stock acquired as a result of reinvestment of dividends pursuant to the Worthington Industries, Inc. Dividend Reinvestment and Stock Purchase Plan as of May 31, 2006. Between September 29, 2005 and May 31, 2006, 189 common shares were acquired through dividend reinvestments in that fund.

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.