

ROBERTS RALPH V
Form 4
October 08, 2004

FORM 4

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

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 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 *
ROBERTS RALPH V

2. 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)

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP Marketing

WORTHINGTON INDUSTRIES, INC., 200 OLD WILSON BRIDGE ROAD

(Street)

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

COLUMBUS, OH 43085

(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					200	I	Held by Spouse
Common Shares					18,127 ⁽¹⁾	I	by 401(k) Plan
Common Shares	10/06/2004		M	16,000 A \$ 12	34,268	D	
Common Shares	10/06/2004		M	4,000 A \$ 9.3	38,268	D	
	10/06/2004		M	30,000 A \$ 13	68,268	D	

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Common Shares							
Common Shares	10/06/2004	S	26,000	D	\$ 22.5	42,268	D
Common Shares	10/06/2004	S	1,300	D	\$ 22.58	40,968	D
Common Shares	10/06/2004	S	600	D	\$ 22.57	40,368	D
Common Shares	10/06/2004	S	400	D	\$ 22.56	39,968	D
Common Shares	10/06/2004	S	3,100	D	\$ 22.51	36,868	D
Common Shares	10/06/2004	S	4,700	D	\$ 22.55	32,168	D
Common Shares	10/06/2004	S	3,500	D	\$ 22.54	28,668	D
Common Shares	10/06/2004	S	7,600	D	\$ 22.53	21,068	D
Common Shares	10/06/2004	S	2,800	D	\$ 22.52	18,268	D
Common Shares						18,268	D

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.

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(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 (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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 12	10/06/2004		M	16,000	05/19/2001 ⁽²⁾	05/19/2010	Common Shares	16,000

Option
(Right to
Purchase)

Employee
Stock

Option (Right to Purchase)	\$ 9.3	10/06/2004	M	4,000	03/30/2002 ⁽³⁾	03/30/2011	Common Shares	4,000
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Employee
Stock

Option (Right to Purchase)	\$ 13	10/06/2004	M	30,000	11/18/1999 ⁽⁴⁾	11/18/2008	Common Shares	30,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS RALPH V WORTHINGTON INDUSTRIES, INC. 200 OLD WILSON BRIDGE ROAD COLUMBUS, OH 43085			Exec VP Marketing	

Signatures

/s/ Ralph V.
Roberts

10/08/2004

**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 a plan statement dated as of May 26, 2004 which reflects the most up-to-date information available
- (1) regarding holdings in the fund under the Worthington Industries, Inc. Deferred Profit Sharing Plan which invests in common shares of the Issuer.
This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date (5/19/00). Date listed is the first day any portion of the option vested. Additional portions of 20% of the option vested annually on 5/19/02, 5/19/03 and 5/19/04. The option will vest as to the remaining 4,000 common shares on 5/19/05.
- (3) This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vests at 20% per year beginning on the first anniversary of the grant date (3/30/01). Date listed is the first any portion of the option vested. Additional portions of 20% of the option vested annually on 3/30/03 and 3/30/04. The option was exercised as to 8,000 common shares on 8/18/03. The remaining portion of the option will vest as to 4,000 common shares on each of 8/30/05 and 3/30/06.
- (4) This option was granted out of the Worthington Industries, Inc. 1997 Long-Term Incentive Plan and vested at 20% per year beginning on the first anniversary of the grant date (11/18/98). Date listed is the first day any portion of the option vested.

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.