

WINLAND VIRGIL L

Form 4

February 02, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WINLAND VIRGIL L

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)
200 OLD WILSON BRIDGE ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2006

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Exec VP-Manufacturing

COLUMBUS, OH 43085

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Shares	01/31/2006		M	30,000 A	\$ 13 34,839	D	
Common Shares	01/31/2006		S	22,585 D	\$ 20.3 12,254	D	
Common Shares	01/31/2006		M	5,000 A	\$ 12 17,254	D	
Common Shares	01/31/2006		S	3,595 D	\$ 20.44 13,659	D	
Common Shares	01/31/2006		M	5,000 A	\$ 9.3 18,659	D	

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Common Shares	01/31/2006	S	3,145	D	\$ 20.44	15,514	D	
Common Shares						36,710 ⁽¹⁾	I	By 401(k) Plan

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 13	01/31/2006		M		30,000		11/18/1999 ⁽²⁾	11/17/2008	Common Shares	30,000
Employee Stock Option (Right to Purchase)	\$ 12	01/31/2006		M		5,000		05/19/2001 ⁽²⁾	05/18/2010	Common Shares	5,000
Employee Stock Option (Right to Purchase)	\$ 9.3	01/31/2006		M		5,000		03/30/2002 ⁽²⁾	03/30/2011	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WINLAND VIRGIL L 200 OLD WILSON BRIDGE ROAD	Exec VP-Manufacturing

COLUMBUS, OH 43085

Signatures

Virgil L.
Winland

02/02/2006

__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).
- (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 option was granted out of the Company's Long-Term Incentive Stock Option Plan and vests at 20% per year beginning on the date listed.

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