

HNI CORP
Form 4
February 20, 2013

FORM 4

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

OMB APPROVAL

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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 *
DITTMER JERALD K

(Last) (First) (Middle)
408 EAST SECOND STREET
(Street)

MUSCATINE, IA 52761

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HNI CORP [HNI]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 or Price		
Common Stock	02/15/2013		M		15,102 A \$ 22.56	38,869.9906	D
Common Stock	02/15/2013		S		300 D \$ 31.82	38,569.9906	D
Common Stock	02/15/2013		S		147 D \$ 31.8295	38,422.9906	D
Common Stock	02/15/2013		S		653 D \$ 31.83	37,769.9906	D
Common Stock	02/15/2013		S		100 D \$ 31.845	37,669.9906	D

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Common Stock	02/15/2013	S	402	D	\$ 31.85	37,267.9906	D
Common Stock	02/15/2013	S	100	D	\$ 31.8512	37,167.9906	D
Common Stock	02/15/2013	S	393	D	\$ 31.86	36,774.9906	D
Common Stock	02/15/2013	S	200	D	\$ 31.87	36,574.9906	D
Common Stock	02/15/2013	S	207	D	\$ 31.8748	36,367.9906	D
Common Stock	02/15/2013	S	200	D	\$ 31.875	36,167.9906	D
Common Stock	02/15/2013	S	374	D	\$ 31.88	35,793.9906	D
Common Stock	02/15/2013	S	300	D	\$ 31.8833	35,493.9906	D
Common Stock	02/15/2013	S	426	D	\$ 31.89	35,067.9906	D
Common Stock	02/15/2013	S	200	D	\$ 31.895	34,867.9906	D
Common Stock	02/15/2013	S	700	D	\$ 31.9	34,167.9906	D
Common Stock	02/15/2013	S	300	D	\$ 31.91	33,867.9906	D
Common Stock	02/15/2013	S	300	D	\$ 31.92	33,567.9906	D
Common Stock	02/15/2013	S	500	D	\$ 31.925	33,067.9906	D
Common Stock	02/15/2013	S	300	D	\$ 31.9266	32,767.9906	D
Common Stock	02/15/2013	S	100	D	\$ 31.93	32,667.9906	D
Common Stock	02/15/2013	S	500	D	\$ 31.94	32,167.9906	D
Common Stock	02/15/2013	S	100	D	\$ 31.9586	32,067.9906	D
Common Stock	02/15/2013	S	500	D	\$ 31.96	31,567.9906	D
Common Stock	02/15/2013	S	100	D	\$ 31.97	31,467.9906	D
	02/15/2013	S	200	D	\$ 31.975	31,267.9906	D

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Common Stock									
Common Stock	02/15/2013		S	600	D	\$ 31.98	30,667.9906	D	
Common Stock	02/15/2013		S	100	D	\$ 31.985	30,567.9906	D	
Common Stock	02/15/2013		S	400	D	\$ 31.9887	30,167.9906	D	
Common Stock							6,144.3092	I	Profit-Sharing Retirement

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

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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
Non-qualifying employee stock options (right to buy)	\$ 22.56	02/15/2013		M	15,102	05/06/2012	05/06/2018	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DITTMER JERALD K 408 EAST SECOND STREET MUSCATINE, IA 52761			Executive Vice President	

Signatures

Tamara S. Feldman, By Power of
Attorney

02/20/2013

__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).

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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