

HNI CORP

Form 4

April 18, 2017

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ASKREN STANLEY A

(Last) (First) (Middle)

600 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)
04/17/2017

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)

Chairman, President & CEO

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)
Common Stock	04/17/2017		M	11,264 A	\$ 215,655.5942 10.36 ⁽¹⁾	D	
Common Stock	04/17/2017		S	11,264 D	\$ 204,544.89 ^{(2) (3)}	D	
Common Stock					9,711.2013	I	Profit-sharing Retirement
Common Stock					657	I	By Son ⁽⁴⁾
Common Stock					657	I	By Son ⁽⁴⁾

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

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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 (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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualifying employee stock option (right to buy)	\$ 10.36	04/17/2017		M		11,264		02/23/2013	02/23/2019	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ASKREN STANLEY A 600 EAST SECOND STREET MUSCATINE, IA 52761	X Chairman, President & CEO

Signatures

/s/Julie Abramowski, By Power of
Attorney
04/18/2017
**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) An interim grant of 153,3062 shares was made to the reporting person on March 31, 2017, under the Member Stock Purchase Plan for which no Form 4 is required.
The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.00 - \$46.06, inclusive. The reporting person undertakes to provide HNI Corporation, any security holder of HNI Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote to this Form 4.
- (2)
- (3)

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The sale was effected pursuant to a Rule 10b5-1 trading plan, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and HNI's policies regarding stock transactions, including its insider trading policy.

(4) Reporting person disclaims beneficial ownership of these shares.

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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