

ASKREN STANLEY A
Form 4
December 15, 2017

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 *
ASKREN STANLEY A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

MUSCATINE, IA 52761

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 (A) or (D) Price | | | |
| Common Stock | 12/13/2017 | | M | 4,756 A \$ 10.36 | 224,994.2604 | D | |
| Common Stock | 12/13/2017 | | S(1)(2) | 3,025 D \$ 34.9 | 221,969.2604 | D | |
| Common Stock | | | | | 10,063.71 | I | Profit Sharing Retirement Plan |
| Common Stock | | | | | 657 | I | By Son (3) |
| | | | | | 657 | I | By Son (3) |

Common
Stock

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 (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) |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|
| Non-qualifying employee stock option (right to buy) | \$ 10.36 | 12/13/2017 | | M | 4,756 | 02/23/2013 02/23/2019 | Common Stock 4,756 |

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
Date: 12/15/2017

**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) Reflects the sale to cover exercise price of, and taxes related to, cashless exercise of stock options.
- (2)

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

(3) 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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