

ASKREN STANLEY A

Form 4

December 04, 2018

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

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)
12/03/2018

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

MUSCATINE, IA 52761

(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 Stock	12/03/2018		M	54,591 A	\$ 25.46 287,287.11	D	
Common Stock	12/03/2018		S ⁽¹⁾	51,591 D	\$ 37.851 235,696.11	D	
Common Stock	12/03/2018		S ⁽¹⁾	3,000 D	\$ 38.694 233,343.9	D	
Common Stock					10,492.28	I	Profit Sharing Retirement Plan

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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 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)	\$ 25.46	12/03/2018		M		54,591		02/15/2016	02/15/2022	Common Stock	54,591

Reporting Owners

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

Signatures

/s/ Julie Abramowski; By Power of Attorney
Date: 12/04/2018

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

(2) The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.47 - \$38.46, 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.

(3)

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The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.52 - \$38.86, 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.

(4) The total in column 5 includes reinvested dividends of 647.7924 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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