

KEWAUNEE SCIENTIFIC CORP /DE/  
 Form 4  
 July 03, 2014

**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 \*  
 Smith Keith D

2. Issuer Name and Ticker or Trading Symbol  
 KEWAUNEE SCIENTIFIC CORP /DE/ [KEQU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2700 WEST FRONT STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/02/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP - Manufacturing

STATESVILLE, NC 28677-2927  
 (City) (State) (Zip)

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

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |                                   |
| Common Stock <sup>(1)</sup>     | 07/02/2014                           |  | M                              |   | 1,000 A \$ 12.66  | 7,331  | D                                 |
| Common Stock <sup>(1)</sup>     | 07/02/2014                           |  | M                              |   | 1,250 A \$ 10.64  | 8,581  | D                                 |
| Common Stock <sup>(1)</sup>     | 07/02/2014                           |  | M                              |   | 1,000 A \$ 8.59   | 9,581  | D                                 |
| Common Stock                    | 07/02/2014                           |  | F                              |   | 8,417 D \$ 17.82  | 1,164  | D                                 |
| Common Stock <sup>(1)</sup>     | 07/02/2014                           |  | M                              |   | 1,000 A \$ 11.78  | 2,164  | D                                 |

|                         |            |   |       |   |          |       |   |
|-------------------------|------------|---|-------|---|----------|-------|---|
| Common Stock <u>(1)</u> | 07/02/2014 | M | 4,000 | A | \$ 14.9  | 6,164 | D |
| Common Stock <u>(1)</u> | 07/02/2014 | M | 3,000 | A | \$ 14.69 | 9,164 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy                              | \$ 12.66   | 07/02/2014                           |  | M                              | 1,000   | 08/26/2013 08/26/2019                                    | Common Stock  | 1,000                         |
| Option to Buy                              | \$ 10.64   | 07/02/2014                           |  | M                              | 1,250   | 08/25/2013 08/25/2020                                    | Common Stock  | 1,250                         |
| Option to Buy                              | \$ 8.59  | 07/02/2014                           |  | M                              | 1,000   | 08/24/2013 08/24/2021                                    | Common Stock  | 1,000                         |
| Option to Buy                              | \$ 11.78   | 07/02/2014                           |  | M                              | 1,000   | 08/22/2013 08/22/2022                                    | Common Stock  | 1,000                         |
| Option to Buy                              | \$ 14.9  | 07/02/2014                           |  | M                              | 4,000   | 08/22/2011 08/22/2017                                    | Common Stock  | 4,000                         |
| Option to Buy                              | \$ 14.69   | 07/02/2014                           |  | M                              | 3,000   | 08/27/2012 08/27/2018                                    | Common Stock  | 3,000                         |

## Reporting Owners

| Reporting Owner Name / Address          | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Smith Keith D<br>2700 WEST FRONT STREET |               |           | VP - Manufacturing |       |

STATESVILLE, NC 28677-2927

## Signatures

/s/ D. Michael Parker,  
Attorney-in-fact

07/03/2014

\_\_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).

Consideration for the exercise of the underlying option to buy was paid through a "net exercise" by directing the company to retain as

- (1) payment for the total exercise cost a sufficient number of shares of Common Stock that would have been otherwise received upon this exercise as reported below on this Form 4 report.
- (2) Employee stock option granted under Employee Stock Option plan under Rule 16b-3.

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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