

ASKREN STANLEY A

Form 4

June 06, 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

(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)

06/04/2018

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 & 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	06/04/2018		M	32,712	A \$ 23.99	264,028.12	D
Common Stock	06/04/2018		S ⁽¹⁾	32,712	D \$ (2) 36.639	232,123.67 (3) (4)	D
Common Stock					10,492.28	I	Profit Sharing Retirement Plan

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)
Non-qualifying employee stock option (right to buy)	\$ 23.99	06/04/2018		M	32,712	02/17/2014 02/17/2020	Common Stock

Reporting Owners

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

Signatures

/s/Julie Abramowski; By Power of Attorney 06/06/2018

__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 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.

(2) The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.47 - \$37.28, 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) The total in column 5 includes reinvested dividends of 656.9508 shares acquired by the reporting person under the Corporation's Executive Deferred Compensation Plan on June 1, 2018.

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(4) The total reported in column 5 includes 150.601 shares acquired under the HNI Corporation Members' Stock Purchase Plan.

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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