

HNI CORP
Form 4
October 31, 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 *
Lorenger Jeffrey D

(Last) (First) (Middle)
408 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)
10/29/2014

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)
Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/29/2014 | | M | | 3,800 | A | \$ 42.66 |
| | | | | | | | 22,648.76 (1) |
| Common Stock | 10/29/2014 | | S | | 3,800 | D | \$ 44.47 |
| | | | | | | | 18,848.76 (2) |
| Common Stock | 10/30/2014 | | M | | 14,622 | A | \$ 31.69 |
| | | | | | | | 33,470.76 |
| Common Stock | 10/30/2014 | | S | | 14,622 | D | \$ 45.99 |
| | | | | | | | 18,848.76 (3) |
| | | | | | | | 4,038.5288 I |

Common
Stock

Profit-Sharing
Retirement

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-qualifying employee stock options (right to buy) | \$ 42.66 | 10/29/2014 | | M | 3,800 | 02/16/2009 02/16/2015 | Common Stock |
| Non-qualifying employee stock options (right to buy) | \$ 31.69 | 10/30/2014 | | M | 14,622 | 02/13/2012 02/13/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lorenger Jeffrey D 408 EAST SECOND STREET MUSCATINE, IA 52761 | | | Executive Vice President | |

Signatures

Tamara S. Feldman, By Power of Attorney
10/31/2014

__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).
- (1) An interim grant of 775 shares was made to the reporting person on February 24, 2014 under the HNI Corporation Supplemental Income Plan for which no Form 4 is required.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.14 to \$44.75, 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 footnote (2) to this Form 4.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.55 to \$46.41, 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 footnote (3) to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.55 to \$46.41, 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 footnote (3) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.