

Niemann Jennifer C
 Form 4
 April 05, 2019

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 *
 Niemann Jennifer C

(Last) (First) (Middle)

STEELCASE INC., 901 44TH ST
 SE

(Street)

GRAND RAPIDS, MI 49508

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

STEELCASE INC [NYSE: SCS]

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

04/03/2019

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)

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|-----------------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|----------------------|------------------------------|------------------|------------|--|------|---|-------|-----|------------------|-----------------|----------------------|----------------------------|
| Class B Common Stock | (1) | 04/03/2019 | G | V | | | 2,026 | | (2) | (3) | Class A Common Stock | 2,026 |
| Class B Common Stock | (1) | 04/03/2019 | G | V | | | 2,026 | | (2) | (3) | Class A Common Stock | 2,026 |
| Class B Common Stock | (1) | 04/03/2019 | G | V | | | 4,052 | | (2) | (3) | Class A Common Stock | 4,052 |
| Class B Common Stock | (1) | | | | | | | | (2) | (3) | Class A Common Stock | 73,732 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Niemann Jennifer C STEELCASE INC. 901 44TH ST SE GRAND RAPIDS, MI 49508 | | X | | |

Signatures

Liesl A. Maloney, by power of attorney
04/05/2019

__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) Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a 1-for-1 basis.

(2) Immediately convertible.

(3) Not applicable.

(4) Represents shares held by trusts for the benefit of Ms. Niemann's family members, of which trusts Ms. Niemann serves as trustee.

(5) Represents shares held by trusts for the benefit of Ms. Niemann's family members, of which trusts Ms. Niemann's spouse serves as trustee.

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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