

KNOLL INC  
Form 4  
February 17, 2015

**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 \*  
UTTER LYNN M

(Last) (First) (Middle)

C/O KNOLL, INC., 1235 WATER STREET

(Street)

EAST GREENVILLE, PA 18041

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KNOLL INC [KNL]

3. Date of Earliest Transaction (Month/Day/Year)  
02/12/2015

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)  
President and COO

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	02/12/2015		M		35,000	A	\$ 10.24
							256,228
Common Stock	02/12/2015		S		35,000	D	\$ 21.0957
							<u>(1)</u>
Common Stock	02/13/2015		M		30,000	A	\$ 13.17
							251,228
Common Stock	02/13/2015		M		20,000	A	\$ 10.24
							271,228
Common Stock	02/13/2015		S		50,000	D	\$ 20.9368
							221,228

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(2)

Common Stock	02/17/2015	M	20,000	A	\$ 10.24	241,228	D
Common Stock	02/17/2015	S	20,000	D	\$ 20.9928	221,228	D

(3)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.24	02/12/2015		M	35,000	(4)	10/20/2016	Common Stock	35,000
Employee Stock Option (Right to Buy)	\$ 13.17	02/13/2015		M	30,000	(5)	04/21/2018	Common Stock	30,000
Employee Stock Option (Right to Buy)	\$ 10.24	02/13/2015		M	20,000	(4)	10/20/2016	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 10.24	02/17/2015		M	20,000	(4)	10/20/2016	Common Stock	20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UTTER LYNN M C/O KNOLL, INC. 1235 WATER STREET EAST GREENVILLE, PA 18041			President and COO	

## Signatures

/s/Michael A. Pollner,  
Attorney-in-Fact

02/17/2015

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.01 to \$21.26, inclusive. The reporting person undertakes to provide to Knoll, Inc., any security holder of Knoll, Inc., 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 (1) 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 \$20.88 to \$21.11, inclusive. The reporting person undertakes to provide to Knoll, Inc., any security holder of Knoll, Inc., 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.94 to \$21.23, inclusive. The reporting person undertakes to provide to Knoll, Inc., any security holder of Knoll, Inc., 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.

(4) These stock options are a portion of the stock options that vested in four annual installments beginning on the first anniversary of October 20, 2009. These stock options will expire on October 20, 2016.

(5) These stock options are a portion of the stock options that vested in five annual installments beginning on the first anniversary of April 21, 2008. These stock options will expire on April 21, 2018.

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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