

HNI CORP  
Form 4  
March 22, 2017

**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 \*  
Bradford Steven M

(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)  
03/20/2017

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)  
Sr. VP, Gen. Counsel & Sec.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 03/20/2017                           |  | M                              | A   | \$ 10.36  | 35,468.8968<br>(1)                                       | D                                 |
| Common Stock                    | 03/20/2017                           |  | S                              | D   | \$ 45.772<br>(2) (3)  | 26,468.8968  | D                                 |
| Common Stock                    | 03/20/2017                           |  | S                              | D   | \$ 46.95<br>(3) (4)   | 25,468.8968  | D                                 |
| Common Stock                    | 03/20/2017                           |  | M                              | A   | \$ 23.99  | 47,213.8968  | D                                 |
| Common Stock                    | 03/20/2017                           |  | S                              | D   | \$ 45.305   | 25,468.8968  | D                                 |

(3) (5)

Common Stock 1,146.18 I Profit-Sharing Retirement

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

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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) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualifying employee stock option (right to buy) | \$ 10.36   | 03/20/2017                           |  | M                              | 10,000  | 02/23/2013 02/23/2019                                    | Common Stock  |
| Non-qualifying employee stock option (right to buy) | \$ 23.99   | 03/20/2017                           |  | M                              | 21,745  | 02/17/2014 02/17/2020                                    | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                                      |       |
|--|---------------|-----------|--------------------------------------|-------|
|  | Director      | 10% Owner | Officer                              | Other |
| Bradford Steven M<br>600 EAST SECOND STREET<br>MUSCATINE, IA 52761 |               |           | Sr. VP,<br>Gen.<br>Counsel &<br>Sec. |       |

## Signatures

/s/Julie Abramowski, By Power of Attorney

03/22/2017

\*\*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 1,041 shares was made to the reporting person on February 28, 2017, under the HNI Corporation Supplemental Income Plan for which no Form 4 is required.

The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.50 - \$46.45, 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.

- (2) The sale was effected pursuant to a Rule 10b5-1 trading plan, in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, and HNI's policies regarding stock transactions, including its insider trading policy.

The dollar amount in column 4 is a result of multiple trades at the same price. 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 this price.

- (3) The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.00 - \$45.67, 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.

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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