HNI CORP Form 4 September 05, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response... 0.5

7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARTIN DENNIS J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HNI CORP [HNI]

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 08/31/2012

X_ Director 10% Owner Other (specify Officer (give title below)

(Check all applicable)

408 EAST SECOND STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Ownership

Direct (D)

or Indirect

(Instr. 4)

Form:

of

Person

MUSCATINE, IA 52761

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	Acqui	red	5. Amount of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	Securities				
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	
		(Month/Day/Year)	(Instr. 8)				Owned	
							Following	
					(4)		Reported	
					(A)		Transaction(s)	
			G 1 17		or	ъ.	(Instr. 3 and 4)	
			Code V	Amount	(D)	Price		
Common	08/21/2012		٨	140 1422	۸	\$ 0	22 051 1022	

d 4)

08/31/2012 Stock

Α 149.14*3*2 A (1)

23,951.1922 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transacti	5.	6. Date Exerc Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(i.i.dia. Dayi Teal)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/) e		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amour or Numbe of Shares	er	

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
MARTIN DENNIS J 408 EAST SECOND STREET MUSCATINE, IA 52761	X					

Signatures

Tamara S. Feldman, By Power of Attorney 09/04/2012

**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) These shares are reinvested dividends acquired by the reporting person under the Corporation's Directors Deferred Compensation 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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