

HNI CORP
Form 3
May 20, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Berger Vincent P | | (Month/Day/Year) | HNI CORP [HNI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 408 EAST SECOND STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| MUSCATINE,Â IAÂ 52761 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | President, Hearth & Home Tech | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 3,508.832 <u>(1)</u> <u>(2)</u> | D | Â |
| Common Stock | 582.8409 | I | Profit-Sharing Retirement |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------------|-----------------|--------------|----------------------------|---------------------|---------------------------------------|---|
| Restricted Stock Units | 02/12/2017 | 02/12/2017 | Common Stock | 3,000 | \$ 0 ⁽³⁾ | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/17/2014 ⁽⁴⁾ | 02/17/2020 | Common Stock | 8,739 | \$ 23.99 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/16/2015 ⁽⁴⁾ | 02/16/2021 | Common Stock | 3,500 | \$ 31.98 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/16/2015 ⁽⁴⁾ | 02/16/2021 | Common Stock | 3,831 | \$ 31.98 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/15/2016 ⁽⁴⁾ | 02/15/2022 | Common Stock | 5,996 | \$ 25.46 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/13/2017 ⁽⁵⁾ | 02/13/2023 | Common Stock | 4,628 | \$ 31.79 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/12/2018 ⁽⁵⁾ | 02/12/2024 | Common Stock | 4,084 | \$ 34.78 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/18/2019 ⁽⁵⁾ | 02/18/2025 | Common Stock | 4,965 | \$ 51.54 | D | Â |
| Non-qualifying employee stock option (right to buy) | 02/17/2020 ⁽⁵⁾ | 02/17/2026 | Common Stock | 11,574 | \$ 32.03 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Berger Vincent P 408 EAST SECOND STREET MUSCATINE, IA 52761 | Â | Â | Â President, Hearth & Home Tech | Â |

Signatures

/s/ Steven M. Bradford, By Power of Attorney 05/20/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 7,543 shares acquired during fiscal year 2016 under the HNI Corporation 2002 Member Stock Purchase Plan at prices ranging from \$33.618 to \$36.76 per share. The information is as of May 10, 2016. Shares acquired during a given fiscal year under the HNI Corporation 2002 Member Stock Purchase Plan are reported in the aggregate on Form 5 following the end of such fiscal year.
 - (2) Includes a total of 1,674 shares granted to the reporting person under the HNI Corporation Supplemental Income Plan and 327,832 shares acquired under the HNI Corporation 2002 Member Stock Purchase Plan. The information is current as of May 10, 2016.
 - (3) Each restricted stock unit represents a contingent right to receive one share of HNI Corporation Common Stock.
 - (4) The option became fully vested and exercisable in one installment on the fourth anniversary of the date of grant.
 - (5) The option will become fully vested and exercisable in one installment on the fourth anniversary of the date of grant.

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.