

KATHWARI M FAROOQ

Form 4

July 06, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KATHWARI M FAROOQ

2. Issuer Name **and** Ticker or Trading
Symbol
ETHAN ALLEN INTERIORS INC
[ETH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
ETHAN ALLEN DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2009

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

DANBURY, CT 06811

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | | | | (A) or (D) | Price | 1,823,928 ⁽³⁾ | D |
| Restricted Stock | 07/01/2009 | | A | 20,000 ⁽¹⁾ | A \$ 10.68 | 1,843,928 | D |
| Common Stock | | | | | | 518,446 | I |

Kathwari
2007
Grantor
Retained
Annuity
Trust
(GRAT)

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| | | | |
|--------------|---------|---|---|
| Common Stock | 200,000 | I | Kathwari 2008 Grantor Retained Annuity Trust (GRAT) |
| Common Stock | 138,186 | I | Irfan Kathwari Trust |
| Common Stock | 15,364 | I | Held by Spouse |

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 |
| Common Stock | \$ 10.68 | 07/01/2009 | | A | | 60,000 (2) | | 06/30/2010 | 06/30/2019 | Common Stock | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KATHWARI M FAROOQ ETHAN ALLEN DRIVE DANBURY, CT 06811 | X | X | Chairman, President & CEO | |

Signatures

M. Farooq
Kathwari

07/06/2009

__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) Restricted stock granted pursuant to 2007 employment agreement - performance based vesting.
- (2) Options fully vest on June 30, 2010.
- (3) Includes forfeiture of 60,000 unvested shares of restricted stock from November 11, 2008 grant.

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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