

HNI CORP  
Form 4  
July 28, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DITTMER JERALD K**

(Last) (First) (Middle)

408 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)

07/26/2016

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)

Executive Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/26/2016                              |                                                             | M                                    | 10,463                                                                  | A \$ 48.66 31,881.728<br>(1) (2)                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 07/26/2016                              |                                                             | S                                    | 10,463                                                                  | D \$ 51.959 21,418.728<br>(3)                                                                                      | D                                                                       |                                                                   |
| Common<br>Stock                       | 07/26/2016                              |                                                             | M                                    | 36,364                                                                  | A \$ 23.99 57,782.728                                                                                              | D                                                                       |                                                                   |
| Common<br>Stock                       | 07/26/2016                              |                                                             | S                                    | 36,364                                                                  | D \$ 52.029 21,418.728<br>(4)                                                                                      | D                                                                       |                                                                   |
|                                       |                                         |                                                             |                                      |                                                                         | 7,024.9509                                                                                                         | I                                                                       |                                                                   |

Common  
StockProfit  
Sharing  
Retirement  
Plan

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

**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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 48.66                                                              | 07/26/2016                              |                                                             | M                                       |                                                                                                              | 10,463                                                         |     | 02/14/2011                                                          | 02/14/2017         | Common<br>Stock | 10,463                              |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 23.99                                                              | 07/26/2016                              |                                                             | M                                       |                                                                                                              | 36,364                                                         |     | 02/17/2014                                                          | 02/17/2020         | Common<br>Stock | 36,364                              |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                |       |
|-------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                   | Director      | 10% Owner | Officer                        | Other |
| DITTMER JERALD K<br>408 EAST SECOND STREET<br>MUSCATINE, IA 52761 |               |           | Executive<br>Vice<br>President |       |

## Signatures

Julie M.  
Abramowski 07/28/2016

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 total reported in Column 5 has been adjusted to correct an overstatement of direct holdings by 52.647 shares first reflected in a Form 4 filed on January 2, 2015.
- (2) An interim grant of 1,816 shares was made to the reporting person on February 29, 2016 under the HNI Corporation Supplemental Income Plan for which no Form 4 is required.  
  
The price reported in column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$51.76 - \$52.20, 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 footnote (3) 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 \$51.99 - \$52.22, 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 footnote (4) to this Form 4.
- (4)

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.