

number.

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) | 8. Price of Derivative Security (Instr. 3) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-----------------|---------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy (3) | \$ 7.6 | | | | | (2) | | 02/09/2025 | | Common Shares | 15,000 |
| Option to Buy (3) | \$ 9.39 | | | | | (2) | | 07/01/2025 | | Common Shares | 30,000 |
| Option to Buy (3) | \$ 11.06 | | | | | (2) | | 07/01/2026 | | Common Shares | 30,000 |
| Option to Buy (3) | \$ 9.39 | | | | | (4) | | 07/01/2025 | | Common Shares | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foster Paul T C/O 10000 ALLIANCE ROAD CINCINNATI, OH 45242 | | | Executive VP and Secretary | |

Signatures

/s/ F. Mark Reuter as Attorney-in-Fact for Paul T. Foster
10/04/2016

**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) Common Shares held in the LSI Industries Inc. Non-Qualified Deferred Compensation Plan.

(2) The option vests in four equal annual installments beginning on February 9, 2016.

(3) These holdings have been previously reported on Form 4.

On July 1, 2015, the Reporting Person was granted an option to purchase 50,000 shares of common stock. The option vests in three equal

(4) annual installments based on the Issuer's satisfaction of certain performance criteria for the fiscal year ending June 30, 2016. On September 8, 2016, it was determined that the performance criteria were met.

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.