HNI CORP
Form 4
October 31, 2014

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lorenger Jeffrey D

(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)
10/29/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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 (A) 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 10/29/2014 | | M | | 3,800 | A | $ 42.66 | 22,648.76 (1) | D | |
| Common Stock | 10/29/2014 | | S | | 3,800 | D | $ 44.47 (2) | 18,848.76 | D | |
| Common Stock | 10/30/2014 | | M | | 14,622 | A | $ 31.69 | 33,470.76 | D | |
| Common Stock | 10/30/2014 | | S | | 14,622 | D | $ 45.99 (3) | 18,848.76 | D | |
| | | | | | | | | 4,038.5288 | I | |

| | |
|---|---|
| Common Stock | Profit-Sharing Retirement |

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

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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 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 Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Ar or Nu of |
| Non-qualifying employee stock options (right to buy) | $ 42.66 | 10/29/2014 | | M | | | 3,800 | 02/16/2009 | 02/16/2015 | Common Stock | 3 |
| Non-qualifying employee stock options (right to buy) | $ 31.69 | 10/30/2014 | | M | | | 14,622 | 02/13/2012 | 02/13/2018 | Common Stock | 14 |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| Tamara S. Feldman, By Power of Attorney | 10/31/2014 |
| **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)** An interim grant of 775 shares was made to the reporting person on February 24, 2014 under the HNI Corporation Supplemental Income Plan for which no Form 4 is required.

**(2)** The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $44.14 to $44.75, 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 (2) 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 $45.55 to $46.41, 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.

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.