FRANCIS CHERYL A

Form 4

February 17, 2012

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to

Washington, D.C. 20549

Number: 3235-0287

January 31,

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per

Expires:

Form 5 obligations may continue. *See* Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
FRANCIS CHERYL A

2. Issuer Name **and** Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

(Last) (First)

(Middle)

3. Date of Earliest Transaction

V Dimenton

(City)

(------)

(Zip)

(Month/Day/Voor)

(Month/Day/Year) 02/15/2012

HNI CORP [HNI]

X Director _____ 10% Owner _____ Officer (give title below) Other (specify below)

(Check all applicable)

408 EAST SECOND STREET

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

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

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

MUSCATINE, IA 52761

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if any (Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6
Securities F
Beneficially (I
Owned In
Following (I
Reported

6. Ownership Form: Direct Indirect
(D) or Beneficial Indirect (I) Ownership
(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Common Stock

02/15/2012

A 490 A

36,184

\$0

D

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)

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1. Title of	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exercises Date Expiration Da		7. Title and	8. Price of	9. Nu Derix
Derivative Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/Tear)	(Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5		Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	, ,		Expiration Date	Title Amount or Number of		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
FRANCIS CHERYL A 408 EAST SECOND STREET MUSCATINE, IA 52761	X						

Signatures

Tamara S. Feldman, By Power of Attorney 02/16/2012

**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) These shares were acquired under the Corporation's 2007 Equity Plan for Non-Employee Directors.

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.

Reporting Owners 2