

Tjaden Kurt A
Form 4
April 11, 2018

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Tjaden Kurt A

2. Issuer Name and Ticker or Trading Symbol
HNI CORP [HNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
600 EAST SECOND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/09/2018

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

SVP HNI; President HNI Intl

MUSCATINE, IA 52761

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 (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 or Price | | |
| Common Stock | 04/09/2018 | | M | | 1,419 A \$ 23.99 | 41,053.4 | D |
| Common Stock | 04/09/2018 | | S ⁽¹⁾ | | 1,419 D \$ 36.21 ⁽²⁾ | 39,634.4 | D |
| Common Stock | 04/09/2018 | | M | | 2,581 A \$ 31.98 | 42,215.4 | D |
| Common Stock | 04/09/2018 | | S ⁽¹⁾ | | 2,581 D \$ 36.202 ⁽²⁾ | 39,634.4 | D |
| Common Stock | 04/10/2018 | | M | | 4,000 A \$ 31.98 | 43,634.4 | D |

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| | | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|----------------------------|----------|---|--------------------------------|
| Common Stock | 04/10/2018 | | <u>S</u> ⁽¹⁾ | 4,000 | D | \$ 36.019 <u>(3)</u> | 39,634.4 | D | |
| Common Stock | | | | | | | 1,170.53 | I | Profit-Sharing Retirement Plan |

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 Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-qualifying employee stock option (right to buy) | \$ 23.99 | 04/09/2018 | | M | 1,419 | 02/17/2014 02/17/2020 | Common Stock 1,419 |
| Non-qualifying employee stock option (right to buy) | \$ 31.98 | 04/09/2018 | | M | 2,581 | 02/16/2015 02/16/2021 | Common Stock 2,581 |
| Non-qualifying employee stock option (right to buy) | \$ 31.98 | 04/10/2018 | | M | 4,000 | 02/16/2015 02/16/2021 | Common Stock 4,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | SVP HNI; President HNI Intl | |

Tjaden Kurt A
600 EAST SECOND STREET
MUSCATINE, IA 52761

Signatures

/s/Julie Abramowski; By Power of
Attorney

04/11/2018

__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 sale was effected pursuant to a Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended, and HNI's policies regarding stock transactions, including its insider trading policy.

The dollar amount in column 4 is a result of multiple trades at the same price. 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 this price.
- (2) 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 this price.

The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.00 - \$36.10, 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 this footnote to this Form 4.
- (3) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 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.