

HNI CORP  
 Form 4  
 December 03, 2015

**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 \*  
**ASKREN STANLEY A**  
  
 (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)  
**12/01/2015**  
 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)  
**Chairman, President & CEO**  
 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 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 Ownership (Instr. 4) |                |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|----------------|---------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                |                                       |
| Common Stock                    | 10/19/2015                           |  | G                              | V   | 1,314   | D  | \$ 0 657                                   | I              | By grantor retained annuity trust (1) |
| Common Stock                    | 10/23/2015                           |  | G                              | V   | 657   | D  | \$ 0 0                                     | I              | By grantor retained annuity trust (1) |
| Common Stock                    | 12/01/2015                           |  | A                              |   | 311.8174  | A  | \$ 0 (2)                                   | 185,257.6443 D |                                       |
|                                 |                                      |  |                                |   |   |  | 9,379.6292 (3)                             | I              |                                       |

|              |     |   |  |                           |
|--------------|-----|---|--|---------------------------|
| Common Stock |     |   |  | Profit-Sharing Retirement |
| Common Stock | 657 | I |  | By Son                    |
| Common Stock | 657 | I |  | By Son                    |

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| ASKREN STANLEY A<br>408 EAST SECOND STREET<br>MUSCATINE, IA 52761 | X             |           | Chairman, President & CEO |       |

## Signatures

Julie Abramowski, By Power of Attorney

12/03/2015

\*\*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).

- On June 25, 2010, the reporting person contributed 40,000 shares of HNI Corporation common stock to a grantor retained annuity trust for the benefit of himself and his three adult children. Upon termination of the trust, 1,971 of the shares were transferred to the reporting person's children. The remaining 38,029 shares were distributed to the reporting person and continue to be reported in this Form 4 as directly owned.
- (1) These shares are reinvested dividends acquired under the Corporation's Executive Deferred Compensation Plan.
  - (2) The total reported in Column 5 has been adjusted to correct an overstatement of indirect holdings by 1,288.6428 shares first reflected in a Form 5 filed on February 10, 2015.
  - (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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