

HNI CORP  
 Form 4  
 February 20, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**DITTMER JERALD K**

(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)  
 02/15/2013

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)  
 Executive Vice President

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/15/2013		S		100 D \$ 31.99	30,067.9906	D
Common Stock	02/15/2013		S		100 D \$ 31.995	29,967.9906	D
Common Stock	02/15/2013		S		100 D \$ 32.01	29,867.9906	D
Common Stock	02/15/2013		S		300 D \$ 32.02	29,567.9906	D
Common Stock	02/15/2013		S		200 D \$ 32.03	29,367.9906	D

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Common Stock	02/15/2013	S	100	D	\$ 32.05	29,267.9906	D
Common Stock	02/15/2013	S	100	D	\$ 32.06	29,167.9906	D
Common Stock	02/15/2013	S	100	D	\$ 32.0659	29,067.9906	D
Common Stock	02/15/2013	S	100	D	\$ 32.08	28,967.9906	D
Common Stock	02/15/2013	S	300	D	\$ 32.09	28,667.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.12	28,467.9906	D
Common Stock	02/15/2013	S	500	D	\$ 32.13	27,967.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.14	27,767.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.15	27,567.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.16	27,367.9906	D
Common Stock	02/15/2013	S	800	D	\$ 32.18	26,567.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.19	26,367.9906	D
Common Stock	02/15/2013	S	100	D	\$ 32.2	26,267.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.2064	26,067.9906	D
Common Stock	02/15/2013	S	480	D	\$ 32.21	25,587.9906	D
Common Stock	02/15/2013	S	520	D	\$ 32.22	25,067.9906	D
Common Stock	02/15/2013	S	400	D	\$ 32.23	24,667.9906	D
Common Stock	02/15/2013	S	400	D	\$ 32.24	24,267.9906	D
Common Stock	02/15/2013	S	100	D	\$ 32.26	24,167.9906	D
Common Stock	02/15/2013	S	200	D	\$ 32.27	23,967.9906	D
	02/15/2013	S	200	D	\$ 32.28	23,767.9906	D

Common Stock								
Common Stock	02/17/2013		M	4,439	A	(1)	28,206.9906	D
Common Stock	02/17/2013		F	1,486	D	\$ 32.41	26,720.9906	D
Common Stock							6,144.3092	I
								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 Amount of Underlying Securities (Instr. 3 and 4)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(1)	02/17/2013		M	4,439	02/17/2013	02/17/2013	Common Stock	4,439

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DITTMER JERALD K 408 EAST SECOND STREET MUSCATINE, IA 52761			Executive Vice President	

## Signatures

Tamara S. Feldman, By Power of Attorney  
02/20/2013

\_\_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) Each restricted stock unit was the economic equivalent of one share of HNI Corporation Common Stock.

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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