**HNI CORP** Form 4 February 19, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average

**OMB APPROVAL** 

burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction 1(b).

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

408 EAST SECOND STREET

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Executive VP

HNI CORP [HNI]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title Other (specify 02/17/2010 below)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

MUSCATINE, IA 52761

(City)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (Month/Day/Year) Owned (Instr. 8)

Following

Ownership Form: Direct (D) or Indirect

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) Code V Amount (D) Price 02/17/2010

1,110 Α A 16,034.176 D (1) 23.99

Common 02/17/2010 F 360 D 15,674.176 D Stock

Common **Profit-Sharing** 5,023.7084 Ι Stock Retirement

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

Reported

Transaction(s)

(Instr. 3 and 4)

SEC 1474 (9-02)

### Edgar Filing: HNI CORP - Form 4

#### number.

# 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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 option (right to buy)	\$ 23.99	02/17/2010		A	88,000	02/17/2014	02/17/2020	Common Stock	88
Restricted Stock Units	\$ 0 (2)	02/17/2010		A	4,439	02/17/2013	02/17/2013	Common Stock	4

# **Reporting Owners**

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

# **Signatures**

Tamara S. Feldman, By Power of Attorney 02/19/2010

\*\*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 of stock were granted under the HNI Corporation Supplemental Income Plan for the calendar year 2009 and issued pursuant to the HNI Corporation 2007 Stock-Based Compensation Plan.
- (2) Each restricted stock unit represents a contingent right to receive 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. 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