

LSI INDUSTRIES INC  
Form 4  
November 28, 2016

**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 \*  
STOWELL RONALD S

(Last) (First) (Middle)

C/O LSI INDUSTRIES INC., 10000 ALLIANCE ROAD

(Street)

CINCINNATI, OH 45242

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LSI INDUSTRIES INC [LYTS]

3. Date of Earliest Transaction (Month/Day/Year)  
11/23/2016

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)  
VP, CFO and Treasurer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares <sup>(1)</sup>    | 11/23/2016                           |  | A                              | V   | \$ 185 10.01  | D  |                                   |
| Common Shares                   |                                      |  |                                |   |   | 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)

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**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. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Option to Buy<br><u>(4)</u>                | \$ 6.81  |                                      |  |                                |   | <u>(3)</u>   | 11/20/2024  | Common Shares                              | 40,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 7.2   |                                      |  |                                |   | <u>(3)</u>   | 08/22/2023  | Common Shares                              | 50,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 6.58  |                                      |  |                                |   | <u>(2)</u>   | 08/15/2022  | Common Shares                              | 40,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 19.76   |                                      |  |                                |   | <u>(3)</u>   | 08/24/2017  | Common Shares                              | 25,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 8.98  |                                      |  |                                |   | <u>(3)</u>   | 08/22/2018  | Common Shares                              | 30,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 8.4   |                                      |  |                                |   | <u>(3)</u>   | 08/21/2019  | Common Shares                              | 45,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 9.39  |                                      |  |                                |   | <u>(3)</u>   | 07/01/2025  | Common Shares                              | 40,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 11.06   |                                      |  |                                |   | <u>(3)</u>   | 07/01/2026  | Common Shares                              | 40,000                     |
| Option to Buy<br><u>(4)</u>                | \$ 9.39  |                                      |  |                                |   | <u>(5)</u>   | 07/01/2025  | Common Shares                              | 60,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| STOWELL RONALD S<br>C/O LSI INDUSTRIES INC.<br>10000 ALLIANCE ROAD<br>CINCINNATI, OH 45242 |               |           | VP, CFO and Treasurer |       |

## Signatures

/s/ F. Mark Reuter as Attorney in Fact for Ronald S.  
Stowell

11/28/2016

\_\_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) Common Shares held in the LSI Industries Inc. Non-Qualified Deferred Compensation Plan.
- (2) Options granted vest on the anniversary of the grant date, 9.2% in 2005, 40% in 2007 and 10.8% in 2008.
- (3) The options vest at a rate of 25% per year beginning on the first anniversary of the grant date.
- (4) These holdings have been previously reported on Form 4.

On July 1, 2015, the Reporting Person was granted an option to purchase 60,000 shares of common stock. The option vests in three equal annual installments based on the Issuer's satisfaction of certain performance criteria for the fiscal year ending June 30, 2016. On September 8, 2016, it was determined that the performance criteria were met.

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.