

LSI INDUSTRIES INC

Form 4

August 26, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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)

**08/22/2014**

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Shares <sup>(1)</sup>    | 08/22/2014                           |                                                    | A                              | 241                                                               | A \$ 6.75                                                                                     | 60,697                                                   | D                                 |
| Common Shares <sup>(1)</sup>    | 08/25/2014                           |                                                    | A                              | 1,087                                                             | A \$ 6.95                                                                                     | 61,784                                                   | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price<br>of<br>Deriva<br>Security<br>(Instr. 3) |        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------------------|--------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                     | (A)                                                            | (D)                                                                 |                                                    |        |
| Option<br>to Buy<br>(4)                             | \$ 7.2                                                                |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 08/22/2023                                                          | Common<br>Shares                                   | 50,000 |
| Option<br>to Buy<br>(4)                             | \$ 6.58                                                               |                                         |                                                             |                                         |                                                                                                                       | (2)                                                            | 08/15/2022                                                          | Common<br>Shares                                   | 40,000 |
| Option<br>to Buy<br>(4)                             | \$ 9.96                                                               |                                         |                                                             |                                         |                                                                                                                       | (2)                                                            | 10/27/2014                                                          | Common<br>Shares                                   | 25,000 |
| Option to Buy (4)                                   | \$ 17.6                                                               |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 08/24/2016                                                          | Common<br>Shares                                   | 20,000 |
| Option<br>to Buy<br>(4)                             | \$ 19.76                                                              |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 08/24/2017                                                          | Common<br>Shares                                   | 25,000 |
| Option<br>to Buy<br>(4)                             | \$ 8.98                                                               |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 08/22/2018                                                          | Common<br>Shares                                   | 30,000 |
| Option<br>to Buy<br>(4)                             | \$ 8.4                                                                |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 08/21/2019                                                          | Common<br>Shares                                   | 45,000 |
| Option<br>to Buy<br>(4)                             | \$ 5.21                                                               |                                         |                                                             |                                         |                                                                                                                       | (3)                                                            | 08/19/2020                                                          | Common<br>Shares                                   | 22,000 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
| STOWELL RONALD S               | VP, CFO and Treasurer            |

C/O LSI INDUSTRIES INC.  
10000 ALLIANCE ROAD  
CINCINNATI, OH 45242

## Signatures

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

08/26/2014

\_\_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.

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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