

LSI INDUSTRIES INC

Form 4

September 12, 2016

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

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

OMB APPROVAL

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(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)

08/25/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

VP, CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Shares ⁽¹⁾				(A) or (D)	73,204	D	
Common Shares				(A) or (D)	27,376	D	

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

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(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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
				Code	V	(A)	(D)	
Option to Buy (4)	\$ 6.81					(3)	11/20/2024	Common Shares 40,000
Option to Buy (4)	\$ 7.2					(3)	08/22/2023	Common Shares 50,000
Option to Buy (4)	\$ 6.58					(2)	08/15/2022	Common Shares 40,000
Option to Buy (4)	\$ 19.76					(3)	08/24/2017	Common Shares 25,000
Option to Buy (4)	\$ 8.98					(3)	08/22/2018	Common Shares 30,000
Option to Buy (4)	\$ 8.4					(3)	08/21/2019	Common Shares 45,000
Option to Buy (4)	\$ 9.39					(3)	07/01/2025	Common Shares 40,000
Option to Buy (4)	\$ 11.06					(3)	07/01/2026	Common Shares 40,000
Option to Buy	\$ 9.39	09/08/2016		A	60,000	(5)	07/01/2026	Common Shares 60,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

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

VP, CFO and Treasurer

Signatures

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

09/12/2016

__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
(5) 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.
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