

HNI CORP  
Form 5  
February 13, 2014

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
Carlson Gary L  
  
(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
HNI CORP [HNI]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

408 EAST SECOND STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP, Member & Comm. Relations

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

MUSCATINE, IA 52761

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) | Amount (A) or (D) | Price    | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| Common Stock   | 12/31/2013                           | Â  | A                              | 668.1669  | A                 | \$ 0 (1) | 12,222.2602 (3)  | D  | Â                                 |
| Common Stock   | 12/31/2013                           | Â  | A                              | 175.6648  | A                 | \$ 0 (2) | 789.4921   | 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 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |   |       |
|---|---------------|-----------|---|-------|
|   | Director      | 10% Owner | Officer                                 | Other |
| Carlson Gary L<br>408 EAST SECOND STREET<br>MUSCATINE, IA 52761 | ^             | ^         | ^ VP,<br>Member &<br>Comm.<br>Relations | ^     |

## Signatures

Gary L. Carlson                      01/20/2014  
 \*\*Signature of                      Date  
 Reporting Person

## 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 were acquired during the fiscal year under the HNI Corporation 2002 Members' Stock Purchase Plan at prices ranging from \$30.167 to \$33.473. The information is as of December 31, 2013.
- (2) These shares were acquired during the fiscal year under the HNI Corporation Profit-Sharing Retirement Plan. The information is as of December 31, 2013.
- (3) An interim grant of 189 shares was made to the reporting person on February 25, 2013, under the HNI Corporation Supplemental Income Plan for which no Form 4 is required.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.