

MCCAULEY DAVID
Form 4
August 20, 2012

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 *
MCCAULEY DAVID

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9260 PLEASANTWOOD AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President - LSI Graphics

NORTH CANTON, OH 44720

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares ⁽¹⁾ | 08/17/2012 | | A | | 821 | A | \$ 6.69 |
| Common Shares | | | | | | | 24,152 |
| | | | | | | | 14,586 |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to Buy | \$ 6.58 | 08/16/2012 | | A | 15,000 | (3) 08/15/2022 | Common Shares | 15,000 |
| Option to Buy (4) | \$ 11.68 | | | | | (2) 11/14/2011 | Common Shares | 2,813 |
| Option to Buy (4) | \$ 9.96 | | | | | (3) 10/27/2014 | Common Shares | 20,000 |
| Option to Buy (4) | \$ 17.6 | | | | | (3) 08/24/2016 | Common Shares | 20,000 |
| 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 | 30,000 |
| Option to Buy (4) | \$ 5.21 | | | | | (3) 08/19/2020 | Common Shares | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCAULEY DAVID 9260 PLEASANTWOOD AVENUE NORTH CANTON, OH 44720 | | | President - LSI Graphics | |

Signatures

/s/ F. Mark Reuter, Attorney-in-Fact for David
McCauley

08/20/2012

__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 pursuant to the Company's Incentive Stock Option Plans November 14, 2001. Options vest 25% a year commencing on the first anniversary of the date of grant.
- (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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