

LSI INDUSTRIES INC
Form 4
August 27, 2014

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 *
SFERRA JAMES P/

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)
LSI INDUSTRIES INC., 10000
ALLIANCE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive VP - Manufacturing

CINCINNATI, OH 45242
(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)
Common Shares					339,532	D	
Common Shares ⁽¹⁾	08/25/2014		A	3,416 A	\$ 6.95 56,938	D	

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

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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 (4)	\$ 7.2					(3)	08/22/2023	Common Shares	50,000
Option to Buy (4)	\$ 6.58					(3)	08/15/2022	Common Shares	40,000
Option to Buy (4)	\$ 9.96					(2)	10/27/2014	Common Shares	30,000
Option to Buy (4)	\$ 17.6					(3)	08/24/2016	Common Shares	25,000
Option to Buy (4)	\$ 19.76					(3)	08/24/2017	Common Shares	20,000
Option to Buy (4)	\$ 8.98					(3)	08/22/2018	Common Shares	20,000
Option to Buy (4)	\$ 8.4					(3)	08/21/2019	Common Shares	60,000
Option to Buy (4)	\$ 5.21					(3)	08/19/2020	Common Shares	22,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SFERRA JAMES P/
LSI INDUSTRIES INC.
10000 ALLIANCE ROAD
CINCINNATI, OH 45242

X

Executive VP -
Manufacturing

Signatures

/s/ F. Mark Reuter, Attorney-in-Fact for James P.
Sferra

08/27/2014

__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 vest on the anniversary of the grant date, 15% in 2005, 33-1/3% in 2006, 33-1/3% in 2007 and 18-1/3% 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. 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.