#### LSI INDUSTRIES INC

Form 4

August 28, 2015

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

**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(b).

(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

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Month/Day/Year) 9260 PLEASANTWOOD AVENUE

08/26/2015

Other (specify X\_ Officer (give title below) below) President - LSI Graphics

(Check all applicable)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

NORTH CANTON, OH 44720

(Street)

(Ctata)

(City)	(State)	Table Table	e I - Non-D	erivative S	Securi	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		on(A) or Di (D)	Securities Acquired ) or Disposed of ) istr. 3, 4 and 5)  (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares (1)	08/26/2015		Code V	Amount 204	or (D)	Price \$ 9.11	(Instr. 3 and 4) 25,153	D	
Common Shares							14,586	D	
Common Shares (2)							5,000	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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### number.

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. Transacti Code (Instr. 8)	5. orNumber 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 6.81					(3)	11/20/2024	Common Shares	30,000	
Option to Buy	\$ 7.2					(3)	08/22/2023	Common Shares	25,000	
Option to Buy	\$ 6.58					(3)	08/15/2022	Common Shares	15,000	
Option to Buy	\$ 17.6					(3)	08/24/2016	Common Shares	20,000	
Option to Buy	\$ 19.76					(3)	08/24/2017	Common Shares	25,000	
Option to Buy	\$ 8.98					(3)	08/22/2018	Common Shares	30,000	
Option to Buy	\$ 8.4					(3)	08/21/2019	Common Shares	30,000	
Option to Buy	\$ 5.21					<u>(3)</u>	08/19/2020	Common Shares	15,000	
Option to Buy	\$ 9.39					(3)	07/01/2025	Common Shares	30,000	

8. Price Deriva Securit (Instr.

## **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

08/28/2015

\*\*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) The restricted stock units vest in four equal annual installments beginning on the first anniversary of the grant date.
- (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.

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