

Wells Dennis W.
Form 4
August 21, 2017

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 *
Wells Dennis W.

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)
10000 ALLIANCE ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and President

CINCINNATI, OH 45242

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

(City) (State) (Zip)

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 | (D) | Price |
| Common Shares ⁽¹⁾ | | | | | 22,930 | D | |
| Common Shares | 08/17/2017 | | A | | 25,490 | A | \$ 5.92 |
| Common Shares | 08/18/2017 | | P | | 2,800 | A | \$ 5.8 ⁽²⁾ |

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

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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. 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|-----|--|-----------------|---|---------|
| | | | | | V | (A) | (D) | Date Exercisable | Expiration Date | | Title |
| Option to Buy <u>(4)</u> | \$ 5.96 | | | | | | | <u>(3)</u> | 10/01/2024 | Common Shares | 100,000 |
| Option to Buy <u>(4)</u> | \$ 6.81 | | | | | | | <u>(3)</u> | 11/20/2024 | Common Shares | 75,000 |
| Option to Buy <u>(4)</u> | \$ 6.55 | | | | | | | <u>(3)</u> | 01/02/2025 | Common Shares | 39,923 |
| Option to Buy <u>(4)</u> | \$ 9.39 | | | | | | | <u>(3)</u> | 07/01/2025 | Common Shares | 45,000 |
| Option to Buy <u>(4)</u> | \$ 11.06 | | | | | | | <u>(3)</u> | 07/01/2026 | Common Shares | 60,000 |
| Option to Buy <u>(4)</u> | \$ 9.39 | | | | | | | <u>(5)</u> | 07/01/2025 | Common Shares | 90,000 |
| Option to Buy <u>(4)</u> | \$ 10.2 | | | | | | | <u>(6)</u> | 02/24/2027 | Common Shares | 65,963 |
| Option to Buy | \$ 5.92 | 08/17/2017 | | A | 60,477 | | | <u>(7)</u> | 08/17/2027 | Common Shares | 60,477 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wells Dennis W. 10000 ALLIANCE ROAD CINCINNATI, OH 45242 | X | | CEO and President | |

Signatures

/s/ F. Mark Reuter as Attorney-in-Fact for Dennis W.
Wells

08/21/2017

__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.

The reported price is a weighted average price. These shares were purchased in multiple transactions ranging from \$5.77 to \$6.05. The

(2) Reporting Person undertakes to provide full pricing information to the issuer, any securityholder of the issuer or the staff of the Securities and Exchange Commission upon request.

(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 90,000 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.

(6) The options vest in full on the third anniversary of the grant date.

(7) The options vest ratably over a three year time period.

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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