

READY SCOTT
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 *
READY SCOTT

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)
P.O. BOX 42728, 10000
ALLIANCE

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

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

(Street)
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 | (A) or (D) | Price |
| Common Shares | | | | | 104,610 | D | |
| Common Shares | | | | | 5,625 | I | By Spouse |
| Common Shares ⁽²⁾ | 08/17/2012 | | A | | 1,583 | A | \$ 6.69 |
| | | | | | 5,397 | D | |

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) | 8. D S (1) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option to Buy | \$ 6.58 | 08/16/2012 | | A | 45,000 | <u>(1)</u> | 08/15/2022 | Common Shares | 45,000 |
| Option to Buy <u>(3)</u> | \$ 11.68 | | | | | <u>(1)</u> | 11/14/2011 | Common Shares | 3,600 |
| Option to Buy <u>(3)</u> | \$ 15.84 | | | | | <u>(1)</u> | 03/02/2012 | Common Shares | 300 |
| Option to Buy <u>(3)</u> | \$ 9.96 | | | | | <u>(1)</u> | 10/27/2014 | Common Shares | 20,000 |
| Option to Buy <u>(3)</u> | \$ 17.6 | | | | | <u>(1)</u> | 08/24/2016 | Common Shares | 20,000 |
| Option to Buy <u>(3)</u> | \$ 19.76 | | | | | <u>(1)</u> | 08/24/2017 | Common Shares | 25,000 |
| Option to Buy <u>(3)</u> | \$ 8.98 | | | | | <u>(1)</u> | 08/22/2018 | Common Shares | 30,000 |
| Option to Buy <u>(3)</u> | \$ 8.4 | | | | | <u>(1)</u> | 08/21/2019 | Common Shares | 45,000 |
| Option to Buy <u>(3)</u> | \$ 5.21 | | | | | <u>(1)</u> | 08/19/2020 | Common Shares | 22,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

READY SCOTT
P.O. BOX 42728
10000 ALLIANCE
CINCINNATI, OH 45242

President

Signatures

/s/ F. Mark Reuter, Attorney-in-Fact for Scott
Ready

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) The options vest at a rate of 25% per year beginning on the first anniversary of the grant date.
- (2) Common shares held in the LSI Industries Inc. Non-Qualified Deferred Compensation Plan.
- (3) 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.