LSI INDUSTRIES INC

Form 4

February 22, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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 Ad Foster Paul T	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)			LSI INDUSTRIES INC [LYTS] 3. Date of Earliest Transaction	(Check all applicable)		
C/O 10000 ALLIANCE ROAD			(Month/Day/Year) 02/17/2017	Director 10% OwnerX_ Officer (give title Other (specify below) Executive VP and Secretary		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, OH 45242				Form filed by More than One Reporting Person		
(City)	(Stata)	(7:n)				

(City)	(State) (Z	Zip) Table	I - Non-De	erivative S	Securi	ties Acq	quired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Form Beneficially (D) o	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Shares (1)	02/17/2017		A	188	A	\$ 9.92	9,413	D	
Common Shares							4,000	I	By IRA
Common Shares							12,400	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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Deriva Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 7.6					(2)	02/09/2025	Common Shares	15,000	
Option to Buy	\$ 9.39					(2)	07/01/2025	Common Shares	30,000	
Option to Buy	\$ 11.06					(2)	07/01/2026	Common Shares	30,000	
Option to Buy	\$ 9.39					<u>(4)</u>	07/01/2025	Common Shares	50,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Foster Paul T

C/O 10000 ALLIANCE ROAD Executive VP and Secretary

CINCINNATI, OH 45242

Signatures

/s/ F. Mark Reuter as Attorney-in-Fact for Paul T.
Foster 02/22/2017

**Signature of Reporting Person Date

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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 option vests in four equal annual installments beginning on February 9, 2016.
- (3) These holdings have been previously reported on Form 4.
 - On July 1, 2015, the Reporting Person was granted an option to purchase 50,000 shares of common stock. The option vests in three equal
- (4) 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.

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.