

LSI INDUSTRIES INC
Form 10-K/A
September 12, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
FOR THE FISCAL YEAR ENDED JUNE 30, 2006.**

OR

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____.**

Commission File No. 0-13375

LSI Industries Inc.

State of Incorporation - Ohio

IRS Employer I.D. No. 31-0888951

10000 Alliance Road

Cincinnati, Ohio 45242

(513) 793-3200

Securities Registered Pursuant to Section 12(b) of the Act:

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Common Shares

(no par value)

Securities Registered Pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of December 31, 2005, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant at August 28, 2006, was approximately \$290,891,000 based upon the closing sale price as reported on The Nasdaq Stock Market.

At August 28, 2006 there were 21,450,783 shares of no par value Common Shares issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement filed with the Commission for its 2006 annual meeting are incorporated by reference in Part III, as specified.

Explanatory Note

LSI Industries Inc. (the Company) is filing this Amendment No. 1 on Form 10-K/A (the Amendment) to its Annual Report on Form 10-K for the fiscal year ended June 30, 2006 as filed with the Securities and Exchange Commission on September 8, 2006 (the Original Filing). The purpose of this filing is solely to amend the cover page to include the number of shares outstanding and market value of shares held by non-affiliates which were inadvertently omitted from the Original Filing.

This Amendment does not reflect any developments since the date of the Original Filing. No other changes have been made to the Original Filing and this Amendment does not amend, update, or change any financial statements or other disclosures contained in the Original Filing, which is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(3) Exhibits

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(a) the following exhibits are hereby filed as part of this Annual Report on Form 10-K/A (Amendment No. 1):

Exhibit No.	Description
31.1	Certification of Principal Executive Officer required by Rule 13a-14 (a)
31.2	Certification of Principal Financial Officer required by Rule 13a-14 (a)
32.1	Section 1350 Certification of Principal Executive Officer
32.2	Section 1350 Certification of Principal Financial Officer

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LSI INDUSTRIES INC.

September 12, 2006
Date

BY: /s/ Robert J. Ready
Robert J. Ready
Chairman of the Board and President

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below designated by an asterisk (*) hereby constitutes and appoints Robert J. Ready and Ronald S. Stowell, and each of them acting individually, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature

/s/ Robert J. Ready
*Robert J. Ready

Date: September 12, 2006

/s/ Ronald S. Stowell
*Ronald S. Stowell

Date: September 12, 2006

/s/ Gary P. Kreider
Gary P. Kreider
Date: September 12, 2006

/s/ Dennis B. Meyer
*Dennis B. Meyer
Date: September 12, 2006

/s/ Wilfred T. O Gara
*Wilfred T. O Gara
Date: September 12, 2006

/s/ Mark A. Serrienne
*Mark A. Serrienne
Date: September 12, 2006

/s/ James P. Sferra
*James P. Sferra

Date: September 12, 2006

Title

Chairman of the Board, Chief Executive

Officer, and President
(Principal Executive Officer)

Vice President, Chief Financial Officer, and
Treasurer
(Principal Financial and Accounting Officer)

Director

Director

Director

Director

Secretary; Executive Vice President

- Manufacturing; and Director