Foerster Andrew Form 4 August 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

January 31,

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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).

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 * Foerster Andrew			2. Issuer Name <b>and</b> Ticker or Trading Symbol LSI INDUSTRIES INC [LYTS]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(Last) (First) (Middle		3. Date of Earliest Transaction	(Check all applicable)		
C/O 10000 ALLIANCE ROAD		OAD	(Month/Day/Year) 08/18/2017	Director 10% OwnerX_ Officer (give title Other (specify below)  Executive VP and CTO		
	(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)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Day/Year)  2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or		ed of	Securities Form: Di Beneficially (D) or Owned Indirect ( Following (Instr. 4) Reported Transaction(s)	Form: Direct (D) or Indirect (I)	Beneficial
Common Shares (1)	08/18/2017		Code V A	Amount 380	(D)	Price \$ 5.98	(Instr. 3 and 4) 9,466	D	
Common Shares (1)	08/21/2017		A	2,114	A	\$ 5.98	11,580	D	
Common Shares							19,000	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. Dr. Dr. Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. Price Derivat Securit (Instr. :
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to Buy	\$ 7.88					(2)	03/02/2025	Common Shares	50,000	
Option to Buy	\$ 9.39					<u>(4)</u>	07/01/2025	Common Shares	30,000	
Option to Buy	\$ 11.06					<u>(4)</u>	07/01/2026	Common Shares	30,000	
Option to Buy	\$ 9.39					<u>(5)</u>	07/01/2025	Common Shares	50,000	
Option to Buy	\$ 5.92					(6)	08/17/2027	Common Shares	30,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1 0	Director	10% Owner	Officer	Other				
Foerster Andrew C/O 10000 ALLIANCE ROAD CINCINNATI, OH 45242			Executive VP and CTO					
Signatures								

/s/ F. Mark Reuter as Attorney-in-Fact for Andrew Foerster

\*\*Signature of Reporting Person Date

Reporting Owners 2

08/22/2017

### **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 March 2, 2016.
- (3) These holdings have previously been reported on Form 4.
- (4) The options vest at a rate of 25% per year beginning on the first anniversary of the grant date.
- 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 (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 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. 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.