Downing David B Form 4 December 28, 2017

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Downing David B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Symbol

(Last) (First) (Middle) LINDSAY CORP [LNN] 3. Date of Earliest Transaction

(Check all applicable)

2222 N 111TH STREET

(Month/Day/Year)

Director 10% Owner \_X\_\_ Officer (give title Other (specify

12/26/2017

below) **Executive Vice President** 

(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 Form filed by More than One Reporting

Person

#### **OMAHA, NE 68164**

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5			of (D) Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	12/26/2017		M	820	A	\$ 83.53	19,590 (1)	D	
Common Stock	12/26/2017		S	4,004	D	\$ 86.2 (2)	15,586 <u>(1)</u>	D	
Common Stock	12/26/2017		S	445	D	\$ 87.18 (3)	15,141 <u>(1)</u>	D	
Common Stock	12/27/2017		M	1,142	A	\$ 78.23	16,283 <u>(1)</u>	D	
Common Stock	12/27/2017		M	1,793	A	\$ 67.68	18,076 (1)	D	

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Common Stock	12/27/2017	M	1,024	A	\$ 83.53	19,100 (1)	D
Common Stock	12/27/2017	M	1,732	A	\$ 76.37	20,832 (1)	D
Common Stock	12/27/2017	M	1,662	A	\$ 75.68	22,494 (1)	D
Common Stock	12/27/2017	M	2,147	A	\$ 58.1	24,641 (1)	D
Common Stock	12/27/2017	S	21,816	D	\$ 86.11 (4)	2,825 (1)	D

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

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SEC 1474 (9-02)

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. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	<b>O</b> )	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 83.53	12/26/2017		M	82	20	<u>(5)</u>	10/24/2024	Common Stock	820
Option to Purchase	\$ 78.23	12/27/2017		M	1,1	42	<u>(6)</u>	10/21/2026	Common Stock	1,142
Option to Purchase	\$ 67.68	12/27/2017		M	1,7	93	<u>(7)</u>	10/23/2025	Common Stock	1,793
Option to Purchase	\$ 83.53	12/27/2017		M	1,0	)24	<u>(5)</u>	10/24/2024	Common Stock	1,024
Option to Purchase	\$ 76.37	12/27/2017		M	1,7	732	11/01/2017(8)	10/25/2023	Common Stock	1,732
Option to Purchase	\$ 75.68	12/27/2017		M	1,6	562	11/01/2016 <sup>(9)</sup>	10/24/2022	Common Stock	1,662

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Option to Purchase	\$ 58.1	12/27/2017	M 2,14	7 11/01/2015 <u>(10)</u>	10/31/2021	Common Stock	2,147
Option to	\$ 91.56			(11)	10/31/2027	Common	3,905

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Downing David B 2222 N 111TH STREET OMAHA, NE 68164

**Executive Vice President** 

# **Signatures**

Ryan P. Loneman, attorney-in-fact

\*\*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) Includes common stock in the form of restricted stock units.
- The price reported is the average trading price of the shares sold. The shares were sold in multiple transactions at prices ranging from \$86.00 to \$86.96, inclusive. Upon request, the reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported is the average trading price of the shares sold. The shares were sold in multiple transactions at prices ranging from \$87.00 to \$87.31, inclusive. Upon request, the reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported is the average trading price of the shares sold. The shares were sold in multiple transactions at prices ranging from \$86.08 to \$86.15, inclusive. Upon request, the reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The option vests in four equal annual installments, which began on November 1, 2015.
- (6) The option vests in four equal annual installments, which began on November 1, 2017.
- (7) The option vests in four equal annual installments, which began on November 1, 2016.
- (8) The option vested in four equal annual installments, which began on November 1, 2014.
- (9) The option vested in four equal annual installments, which began on November 1, 2013.
- (10) The option vested in four equal annual installments, which began on November 1, 2012.
- (11) The option vests in four equal annual installments beginning on November 1, 2018.

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.

Reporting Owners 3