

Downing David B
Form 4
December 28, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

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

(Last) (First) (Middle)

2222 N 111TH STREET

(Street)

OMAHA, NE 68164

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LINDSAY CORP [LNN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (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 ⁽¹⁾	D	
Common Stock	12/26/2017		S	445 D	\$ 87.18 ⁽³⁾ 15,141 ⁽¹⁾	D	
Common Stock	12/27/2017		M	1,142 A	\$ 78.23 16,283 ⁽¹⁾	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 <u>(1)</u>	D
Common Stock	12/27/2017	M	1,732	A	\$ 76.37	20,832 <u>(1)</u>	D
Common Stock	12/27/2017	M	1,662	A	\$ 75.68	22,494 <u>(1)</u>	D
Common Stock	12/27/2017	M	2,147	A	\$ 58.1	24,641 <u>(1)</u>	D
Common Stock	12/27/2017	S	21,816	D	\$ 86.11 <u>(4)</u>	2,825 <u>(1)</u>	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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 83.53	12/26/2017		M		820		<u>(5)</u>	10/24/2024	Common Stock	820
Option to Purchase	\$ 78.23	12/27/2017		M		1,142		<u>(6)</u>	10/21/2026	Common Stock	1,142
Option to Purchase	\$ 67.68	12/27/2017		M		1,793		<u>(7)</u>	10/23/2025	Common Stock	1,793
Option to Purchase	\$ 83.53	12/27/2017		M		1,024		<u>(5)</u>	10/24/2024	Common Stock	1,024
Option to Purchase	\$ 76.37	12/27/2017		M		1,732		11/01/2017 ⁽⁸⁾	10/25/2023	Common Stock	1,732
Option to Purchase	\$ 75.68	12/27/2017		M		1,662		11/01/2016 ⁽⁹⁾	10/24/2022	Common Stock	1,662

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Option to Purchase	\$ 58.1	12/27/2017	M	2,147	11/01/2015 ⁽¹⁰⁾	10/31/2021	Common Stock	2,147
Option to Purchase	\$ 91.56				⁽¹¹⁾	10/31/2027	Common Stock	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

12/28/2017

__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.

(2) 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.

(3) 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.

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