

KEWAUNEE SCIENTIFIC CORP /DE/
Form 4
August 21, 2008

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHUMAKER WILLIAM A

2. Issuer Name and Ticker or Trading Symbol
KEWAUNEE SCIENTIFIC CORP /DE/ [KEQU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2700 WEST FRONT STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/20/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

STATESVILLE, NC 28677-2927
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| | | | Code V | Amount | (D) Price | | |
| Common Stock | 08/20/2008 | | M | 1,000 | A \$ 9.1 | 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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to buy | \$ 9.1 | 08/20/2008 | | M | 1,000 | 08/28/2003 08/28/2012 | Common Stock | 1,000 |
| Option to buy ⁽¹⁾ | \$ 12 | | | | | 08/26/1999 02/26/2008 | Common Stock | 5,000 |
| Option to buy ⁽¹⁾ | \$ 10.375 | | | | | 08/25/2000 08/25/2009 | Common Stock | 5,000 |
| Option to buy ⁽¹⁾ | \$ 10.125 | | | | | 08/23/2001 08/23/2010 | Common Stock | 7,500 |
| Option to buy ⁽¹⁾ | \$ 9.55 | | | | | 08/22/2002 08/22/2011 | Common Stock | 10,000 |
| Option to buy ⁽¹⁾ | \$ 14.9 | | | | | ⁽²⁾ 08/22/2017 | Common Stock | 10,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHUMAKER WILLIAM A 2700 WEST FRONT STREET STATESVILLE, NC 28677-2927 | X | | President and CEO | |

Signatures

/s/ William A. Shumaker 08/21/2008

**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) Employee stock option granted under Employee Stock Option Plan under Rule 16b-3.
- (2) The options vest in four equal annual installments beginning August 22, 2008.

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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