

WALKER BRIAN C

Form 4

July 18, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALKER BRIAN C

(Last) (First) (Middle)

855 EAST MAIN AVENUE, P.O.
BOX 302

(Street)

ZEELAND, MI 49464

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MILLER HERMAN INC [MLHR]

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

07/14/2017

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 ____ Other (specify
below) below)

CEO

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	07/14/2017		M	19,457	A \$ 0	211,941.8101 (1)	D
Common Stock (2)	07/14/2017		F	9,558.9381	D \$ 34.25	202,382.872	D
Common Stock	07/14/2017		A	23,543 (3)	A \$ 0	225,925.872	D
Common Stock (2)	07/14/2017		F	10,876	D \$ 34.25	215,049.872	D
Common Stock	07/14/2017		A	11,019 (3)	A \$ 0	226,068.872	D

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Common Stock ⁽²⁾	07/14/2017	F	5,090	D	\$ 34.25	220,978.872	D	
Common Stock						118,554.984	I	by Spouse
Common Stock						6,486.768	I	by profit share plan

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

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(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)	8. Amount or Number of Shares
Restricted Stock Units ⁽⁴⁾	<u>(5)</u>	07/14/2017		M	19,457	<u>(6)</u> <u>(6)</u>	Common Stock	19,457

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALKER BRIAN C 855 EAST MAIN AVENUE P.O. BOX 302 ZEELAND, MI 49464			CEO	

Signatures

By: Angela M. Shamery For: Brian C. Walker 07/18/2017

**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) The Number of Derivative Securities Beneficially Owned Following Reported Transaction reflected in Table I of this form includes dividend equivalent units reinvested in the corresponding vesting RSUs, which satisfies the exemption of Rule 16b-2.
- (2) Performance shares are equal to phantom stock units that were accrued under the HMI Key Executive Deferred Compensation Plan, and are payable in shares of the Company's Common Stock only.
- (3) Shares issued July 14, 2017 pursuant to Performance Share Units granted on July 14, 2014 under the Company's 2011 LTIP with a three year performance period.
- (4) Performance shares are equal to phantom stock units that were accrued under the HMI Nonemployee Officer and Director Deferred Compensation Stock Purchase Plan, and are payable in shares of the Company's Common Stock only.
- (5) Each restricted stock unit represents a contingent right to receive one share of MLHR common stock.
- (6) The restricted stock units have a three year cliff vest.

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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