

STEELCASE INC
Form 4
December 29, 2016

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 *
CRAWFORD WILLIAM P

(Last) (First) (Middle)

**STEELCASE INC., 901 44TH ST
SE**

(Street)

GRAND RAPIDS, MI 49508

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
STEELCASE INC [NYSE: SCS]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	12/28/2016		G	V	20,895	D	11	284,849	I	By wife
Class A Common Stock								410	D	
Class A Common Stock								52,000	I	By trusts (2)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(3)	12/28/2016		G	V 12,560	(4)	(1)	Class A Common Stock	12,560
Class B Common Stock	(3)					(4)	(1)	Class A Common Stock	186,964
Class B Common Stock	(3)					(4)	(1)	Class A Common Stock	1,459,753
Class B Common Stock	(3)					(4)	(1)	Class A Common Stock	51,957
Class B Common Stock	(3)					(4)	(1)	Class A Common Stock	51,960

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CRAWFORD WILLIAM P STEELCASE INC. 901 44TH ST SE GRAND RAPIDS, MI 49508	X

Signatures

Liesl A. Maloney, by power of attorney
12/29/2016

**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) Not applicable.
- (2) Represents shares held by trusts for the benefit of Mr. Crawford's family members, of which trusts Mr. Crawford serves as co-trustee.
- (3) Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a 1-for-1 basis.
- (4) Immediately convertible.
- (5) Represents shares held by a trust for the benefit of Mr. Crawford and his family members, of which trust Mr. Crawford serves as co-trustee.

Represents shares held by a limited partnership of which Mr. Crawford is the managing partner. Mr. Crawford disclaims beneficial ownership of shares of Steelcase Inc. Class B Common Stock held by the limited partnership except to the extent of his pecuniary interest therein.
- (6) Represents shares held by a trust for the benefit of Mr. Crawford's family members, of which trust Mr. Crawford's wife serves as co-trustee.
- (7)

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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