

Nemschoff Mark S.
Form 3
August 03, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Nemschoff Mark S.		(Month/Day/Year)	MILLER HERMAN INC [MLHR]	
(Last)	(First)	(Middle)	07/22/2009	
855 EAST MAIN AVENUE, P.O. BOX 302			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ZEELAND, MI 49464			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,041,666 ⁽¹⁾	I	by holding company

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Contingent Value Rights	06/30/2011	06/30/2011	Common Stock	2,041,666	\$ (2)	I by holding company

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nemschoff Mark S. 855 EAST MAIN AVENUE P.O. BOX 302 ZEELAND, MI 49464		X		

Signatures

By: Angela C. Burgess For: Mark S. Nemschoff
Date: 08/03/2009

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

The reporting person acquired the securities on June 24, 2009, in consideration for the equity interests in Nemschoff Chairs, LLC which the Issuer acquired on June 24, 2009. The Purchase Agreement provides that NC Holding Company may receive additional shares of

- (1) Issuer common stock, at the fair market value of that stock, or cash, at the option of Issuer, based upon certain revenue targets (the "Success Payment"). The reporting person's right to receive additional shares pursuant to this Success Payment became fixed and irrevocable on June 24, 2009, the effective date of the transaction.

In connection with the transaction referenced in footnote (1), the reporting person acquired a contingent value right for each share of Issuer common stock. Each right is entitled to a payment equal to the amount, if any, by which \$24 exceeds the greater of (a) the fair

- (2) market value of the Issuer's common stock on June 30, 2011, and (b) \$13.28 (or, if greater, the per share consideration received in connection with any transfer of the corresponding share of issuer's common stock). The amount payable for each right may be paid, at the option of the Issuer, in shares of Issuer's common stock, at its current fair market value, or cash.

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.