

KEWAUNEE SCIENTIFIC CORP /DE/
Form 4
July 03, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Smith Keith D

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)
07/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP - Manufacturing

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)
			Code	V	Amount (A) or Price (D)		
Common Stock ⁽¹⁾	07/02/2014		M		1,000 A \$ 12.66	7,331	D
Common Stock ⁽¹⁾	07/02/2014		M		1,250 A \$ 10.64	8,581	D
Common Stock ⁽¹⁾	07/02/2014		M		1,000 A \$ 8.59	9,581	D
Common Stock	07/02/2014		F		8,417 D \$ 17.82	1,164	D
Common Stock ⁽¹⁾	07/02/2014		M		1,000 A \$ 11.78	2,164	D

Common Stock <u>(1)</u>	07/02/2014	M	4,000	A	\$ 14.9	6,164	D
Common Stock <u>(1)</u>	07/02/2014	M	3,000	A	\$ 14.69	9,164	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)	8. Amount or Number of Shares
Option to Buy	\$ 12.66	07/02/2014		M	1,000	08/26/2013 08/26/2019	Common Stock	1,000
Option to Buy	\$ 10.64	07/02/2014		M	1,250	08/25/2013 08/25/2020	Common Stock	1,250
Option to Buy	\$ 8.59	07/02/2014		M	1,000	08/24/2013 08/24/2021	Common Stock	1,000
Option to Buy	\$ 11.78	07/02/2014		M	1,000	08/22/2013 08/22/2022	Common Stock	1,000
Option to Buy	\$ 14.9	07/02/2014		M	4,000	08/22/2011 08/22/2017	Common Stock	4,000
Option to Buy	\$ 14.69	07/02/2014		M	3,000	08/27/2012 08/27/2018	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Keith D 2700 WEST FRONT STREET			VP - Manufacturing	

STATESVILLE, NC 28677-2927

Signatures

/s/ D. Michael Parker,
Attorney-in-fact

07/03/2014

__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).

Consideration for the exercise of the underlying option to buy was paid through a "net exercise" by directing the company to retain as

- (1) payment for the total exercise cost a sufficient number of shares of Common Stock that would have been otherwise received upon this exercise as reported below on this Form 4 report.
- (2) Employee stock option granted under Employee Stock Option plan under Rule 16b-3.

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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