

HNI CORP  
Form S-8 POS  
May 22, 2007

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As filed with the Securities and Exchange Commission on May 22, 2007  
Registration No. 333-27121

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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**HNI Corporation**

(Exact Name of Registrant as Specified in Its charter)

**Iowa**

(State or Other Jurisdiction of Incorporation or Organization)

**42-0617510**

(I.R.S. Employer Identification No.)

**408 East Second Street, P.O. Box 1109, Muscatine, Iowa 52761-0071**

(Address of Principal Executive Offices, including Zip Code)

**1997 Equity Plan for Non-Employee Directors of HNI Corporation**

(Full Title of the Plan)

**Jeffrey D. Lorenger, Vice President, General Counsel and Secretary**

**HNI Corporation, 408 East Second Street, P.O. Box 1109, Muscatine, Iowa 52761-0071**

(Name and Address of Agent for Service)

**(563) 272 -7400**

(Telephone Number, Including Area Code, of Agent for Service)



**EXPLANATORY NOTE**

HNI Corporation (the "Corporation") registered 400,000 shares of its common stock, par value \$1.00 per share ("Common Stock") (adjusted to reflect the two-for-one stock split effected by the Corporation on March 27, 1998), for issuance under the 1997 Equity Plan for Non-Employee Directors of HNI Corporation (the "1997 Plan") pursuant to Form S-8 Registration Statement No. 333-27121 filed with the Securities and Exchange Commission on May 14, 1997 (the "Registration Statement"). Upon shareholder approval of the 2007 Equity Plan for Non-Employee Directors of HNI Corporation (the "2007 Plan") at the Corporation's Annual Meeting of Shareholders on May 8, 2007, the 2007 Plan replaced the 1997 Plan and no further awards will be made under the 1997 Plan.

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed to deregister the 290,264 shares of Common Stock that have not been issued and are not subject to issuance pursuant to outstanding awards under the 1997 Plan. Accordingly, the Corporation hereby withdraws these 290,264 shares of Common Stock from registration under the Registration Statement.

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**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Muscatine, State of Iowa, on this 22nd day of May, 2007.

**HNI Corporation**

By: /s/ Jeffrey D. Lorenger  
 Jeffrey D. Lorenger  
 Vice President, General Counsel and  
 Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Stan A. Askren</u> Stan A. Askren	Chairman, President and Chief Executive Officer (principal executive officer)	May 22, 2007
<u>/s/ Jerald K. Dittmer</u> Jerald K. Dittmer	Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)	May 22, 2007
<u>*</u> Mary H. Bell	Director	May 22, 2007
<u>*</u> Miguel M. Calado	Director	May 22, 2007
<u>*</u> Gary M. Christensen	Lead Director	May 22, 2007
<u>*</u> Cheryl A. Francis	Director	May 22, 2007
<u>*</u> John A. Halbrook	Director	May 22, 2007
<u>*</u> James R. Jenkins	Director	May 22, 2007
<u>*</u> Dennis J. Martin	Director	May 22, 2007
<u>*</u> Larry B. Porcellato	Director	May 22, 2007
<u>*</u> Joseph Scalzo	Director	May 22, 2007
<u>*</u> Abbie J. Smith	Director	May 22, 2007
<u>*</u> Brian E. Stern	Director	May 22, 2007

\*  
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Ronald V. Waters, III

Director

May 22, 2007

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\* Jeffrey D. Lorenger, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to Form S-8 Registration Statement on behalf of the above indicated directors of the registrant (constituting all of the directors) pursuant to a Power of Attorney filed with this Post-Effective Amendment No. 1 to Form S-8 Registration Statement as Exhibit 24.1.

**HNI Corporation**

Date: May 22, 2007

By: /s/ Jeffrey D. Lorenger  
Jeffrey D. Lorenger  
Vice President, General Counsel and  
Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
24.1	Power of attorney.

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## POWER OF ATTORNEY

Know all men by these presents, that each person whose signature appears below constitutes and appoints Stan A. Askren, Jerald K. Dittmer and Jeffrey D. Lorenger, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a registration statement or registration statements on Form S-8 pursuant to the Securities Act of 1933, as amended, concerning certain shares of common stock, par value \$1.00, of HNI Corporation, an Iowa corporation (the "Corporation") and any and all amendments (including post-effective amendments) to such registration statement(s) and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission or any state regulatory authority, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming that said attorneys-in-fact and agents, or any of them or their or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be executed in multiple counterparts, each of which shall be deemed an original and all of which, when taken together, shall constitute one and the same document.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the dates set forth below.

Signature	Title	Date
<u>/s/ Mary H. Bell</u>	Director	May 8, 2007
Mary H. Bell		
<u>/s/ Miguel M. Calado</u>	Director	May 8, 2007
Miguel M. Calado		
<u>/s/ Gary M. Christensen</u>	Lead Director	May 8, 2007
Gary M. Christensen		
<u>/s/ Cheryl A. Francis</u>	Director	May 8, 2007
Cheryl A. Francis		
<u>/s/ John A. Halbrook</u>	Director	May 8, 2007
John A. Halbrook		
<u>/s/ James R. Jenkins</u>	Director	May 8, 2007
James R. Jenkins		
<u>/s/ Dennis J. Martin</u>	Director	May 8, 2007
Dennis J. Martin		
<u>/s/ Larry B. Porcellato</u>	Director	May 8, 2007
Larry B. Porcellato		
<u>/s/ Joseph Scalzo</u>	Director	May 8, 2007
Joseph Scalzo		



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<u>/s/ Abbie J. Smith</u> Abbie J. Smith	Director	May 8, 2007
<u>/s/ Brian E. Stern</u> Brian E. Stern	Director	May 8, 2007
<u>/s/ Ronald V. Waters, III</u> Ronald V. Waters, III	Director	May 8, 2007