

Downing David B  
Form 4  
December 28, 2017

# FORM 4

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

OMB APPROVAL

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## 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 \*  
Downing David B

2. Issuer Name and Ticker or Trading Symbol  
LINDSAY CORP [LNN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
12/26/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

2222 N 111TH STREET

Executive Vice President

(Street)

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

OMAHA, NE 68164

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	12/26/2017		M		820	A	\$ 83.53 19,590 <sup>(1)</sup> D
Common Stock	12/26/2017		S		4,004	D	\$ 86.2 <sup>(2)</sup> 15,586 <sup>(1)</sup> D
Common Stock	12/26/2017		S		445	D	\$ 87.18 <sup>(3)</sup> 15,141 <sup>(1)</sup> D
Common Stock	12/27/2017		M		1,142	A	\$ 78.23 16,283 <sup>(1)</sup> D
Common Stock	12/27/2017		M		1,793	A	\$ 67.68 18,076 <sup>(1)</sup> D

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Common Stock	12/27/2017	M	1,024	A	\$ 83.53	19,100 <sup>(1)</sup>	D
Common Stock	12/27/2017	M	1,732	A	\$ 76.37	20,832 <sup>(1)</sup>	D
Common Stock	12/27/2017	M	1,662	A	\$ 75.68	22,494 <sup>(1)</sup>	D
Common Stock	12/27/2017	M	2,147	A	\$ 58.1	24,641 <sup>(1)</sup>	D
Common Stock	12/27/2017	S	21,816	D	\$ 86.11 <sup>(4)</sup>	2,825 <sup>(1)</sup>	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Option to Purchase	\$ 83.53	12/26/2017		M	820	<sup>(5)</sup>	10/24/2024	Common Stock	820
Option to Purchase	\$ 78.23	12/27/2017		M	1,142	<sup>(6)</sup>	10/21/2026	Common Stock	1,142
Option to Purchase	\$ 67.68	12/27/2017		M	1,793	<sup>(7)</sup>	10/23/2025	Common Stock	1,793
Option to Purchase	\$ 83.53	12/27/2017		M	1,024	<sup>(5)</sup>	10/24/2024	Common Stock	1,024
Option to Purchase	\$ 76.37	12/27/2017		M	1,732	11/01/2017 <sup>(8)</sup>	10/25/2023	Common Stock	1,732
Option to Purchase	\$ 75.68	12/27/2017		M	1,662	11/01/2016 <sup>(9)</sup>	10/24/2022	Common Stock	1,662

Option to Purchase	\$ 58.1	12/27/2017	M	2,147	11/01/2015 <sup>(10)</sup>	10/31/2021	Common Stock	2,147
Option to Purchase	\$ 91.56				<sup>(11)</sup>	10/31/2027	Common Stock	3,905

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Downing David B 2222 N 111TH STREET OMAHA, NE 68164			Executive Vice President	

## Signatures

Ryan P. Loneman,  
attorney-in-fact

12/28/2017

        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) Includes common stock in the form of restricted stock units.
- (2) The price reported is the average trading price of the shares sold. The shares were sold in multiple transactions at prices ranging from \$86.00 to \$86.96, inclusive. Upon request, the reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported is the average trading price of the shares sold. The shares were sold in multiple transactions at prices ranging from \$87.00 to \$87.31, inclusive. Upon request, the reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported is the average trading price of the shares sold. The shares were sold in multiple transactions at prices ranging from \$86.08 to \$86.15, inclusive. Upon request, the reporting person undertakes to provide to the staff of the Securities and Exchange Commission, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The option vests in four equal annual installments, which began on November 1, 2015.
- (6) The option vests in four equal annual installments, which began on November 1, 2017.
- (7) The option vests in four equal annual installments, which began on November 1, 2016.
- (8) The option vested in four equal annual installments, which began on November 1, 2014.
- (9) The option vested in four equal annual installments, which began on November 1, 2013.
- (10) The option vested in four equal annual installments, which began on November 1, 2012.
- (11) The option vests in four equal annual installments beginning on November 1, 2018.

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.