

KATHWARI M FAROOQ

Form 4

September 25, 2018

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 *
KATHWARI M FAROOQ

2. Issuer Name and Ticker or Trading
Symbol

ETHAN ALLEN INTERIORS INC
[ETH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

25 LAKE AVENUE EXT.

(Street)

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

01/24/2018

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

Chairman, President & CEO

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

DANBURY, CT 06811

(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 Beneficial Ownership (Instr. 4)
Common Stock	01/24/2018		D ⁽¹⁾	16,234 D	\$ 0	1,963,169 ⁽⁴⁾ D	
Common Stock	09/21/2018		M ⁽²⁾	40,000 A	\$ 0	2,003,169 D	
Common Stock	09/21/2018		S ⁽³⁾	37,882 D	\$ ⁽⁵⁾ 21.51	1,965,287 D	
Common Stock						343,651 I	The Irfan Kathwari Foundation
						15,364 I	

Common
StockShares held
by spouse

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)	8. Amount or Number of Shares
Stock Options (right to buy)	\$ 15.93	09/21/2018		M	40,000	(2) 11/11/2018	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KATHWARI M FAROOQ 25 LAKE AVENUE EXT. DANBURY, CT 06811	X	X	Chairman, President & CEO	

Signatures

/s/ Eric D. Koster, as
attorney-in-fact

09/25/2018

**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).

These restricted stock units were issued pursuant to the Ethan Allen Interiors Inc. (the "Company") Stock Incentive Plan on July 26, 2017 and were forfeited back to the Company prior to vesting, upon approval of such forfeiture by the Compensation Committee. The forfeiture was inadvertently not timely reported when effected due to administrative oversight.

(2)

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Represents the exercise of 40,000 stock options, of which 50,000 were granted to the reporting person on November 11, 2008. The stock options vested and became exercisable 25% per year over four years starting one year from the date of grant.

- (3) Represents shares of common stock sold in the open market on September 21, 2018, a portion of the proceeds of which was used to pay the exercise price of the stock options.

- (4) Represents the number of shares of common stock directly beneficially owned by the reporting person as a result of the last transaction reported pursuant to Section 16(a) under the Securities Exchange Act of 1934, as amended, before the transactions reported herein that were effected on September 21, 2018.

- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.40 to \$21.88, inclusive. The reporting person undertakes to provide to the Company any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth herein.

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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