

CRAWFORD WILLIAM P
Form 4
January 02, 2013

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 *
CRAWFORD WILLIAM P

(Last) (First) (Middle)

STEELCASE INC., 901 44TH STREET, S.E.

(Street)

GRAND RAPIDS, MI 49508

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
STEELCASE INC [NYSE: SCS]

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	12/28/2012		C		150,000 A <u>(1)</u> 150,410	D	
Class A Common Stock	12/28/2012		S		\$ 12.2 <u>(2)</u> 68,700 81,710	D	
Class A Common Stock	12/31/2012		S		\$ 12.35 <u>(3)</u> 20,910	D	
Class A Common	12/31/2012		G	V	20,500 D <u>(1)</u> 410	D	

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Stock
 Class A
 Common Stock 27,622 I By wife

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A)	Disposed of (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Common Stock	(4)	12/28/2012		C	150,000		(5)	(1)	Class A Common Stock	150,000
Class B Common Stock	(4)	12/31/2012		S	583,901	(6)	(5)	(1)	Class A Common Stock	583,901
Class B Common Stock	(4)						(5)	(1)	Class A Common Stock	739,285
Class B Common Stock	(4)						(5)	(1)	Class A Common Stock	155,560
Class B Common Stock	(4)						(5)	(1)	Class A Common Stock	51,957
Class B Common Stock	(4)						(5)	(1)	Class A Common Stock	1,835,951
Class B Common Stock	(4)						(5)	(1)	Class A Common Stock	186,964

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAWFORD WILLIAM P STEELCASE INC. 901 44TH STREET, S.E. GRAND RAPIDS, MI 49508		X		

Signatures

Liesl A. Maloney, by power of attorney

01/02/2013

**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) Not applicable.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.13 to \$12.355, inclusive. The reporting person undertakes to provide to Steelcase Inc., any security holder of Steelcase Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.06 to \$12.465, inclusive. The reporting person undertakes to provide to Steelcase Inc., any security holder of Steelcase Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) Shares of Class B Common Stock are convertible into shares of Class A Common Stock on a 1-for-1 basis.

(5) Immediately convertible.

(6) On December 31, 2012, a trust of which the reporting person is the trustee executed a binding agreement to sell limited partnership interests representing an aggregate 40% interest in the limited partnership. The price at which such limited partnership interests are to be sold will be conclusively determined by a valuation to be performed by an independent valuation firm after the transaction date. Shares of Steelcase Inc. Class B Common Stock are included in the assets held by the limited partnership, but represent less than half of the assets of the limited partnership.

(7) Represents shares held by a limited partnership of which Mr. Crawford is the managing partner. Mr. Crawford disclaims beneficial ownership of shares of Steelcase Inc. Class B Common Stock held by the limited partnership except to the extent of his pecuniary interest therein.

(8) Represents shares held by trusts for the benefit of Mr. Crawford's family members, of which trusts Mr. Crawford serves as co-trustee.

(9) Represents shares held by a trust for the benefit of Mr. Crawford's family members, of which trust Mr. Crawford's wife serves as co-trustee.

(10) Represents shares held by trusts for the benefit of Mr. Crawford and his family members, of which trusts Mr. Crawford serves as co-trustee.

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.