

KEWAUNEE SCIENTIFIC CORP /DE/

Form 4

July 26, 2013

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

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(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)
07/25/2013

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

STATESVILLE, NC 28677-2927

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	07/25/2013		M	3,000 A	\$ 12.66 8,357	D	
Common Stock ⁽¹⁾	07/25/2013		M	2,500 A	\$ 10.64 10,857	D	
Common Stock ⁽¹⁾	07/25/2013		M	1,000 A	\$ 8.59 11,857	D	
Common Stock	07/25/2013		F	5,526 D	\$ 13.24 6,331	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 (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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Option to Buy	\$ 12.66	07/25/2013		M	3,000	08/26/2012 08/26/2019	Common Stock	3,000
Option to Buy	\$ 10.64	07/25/2013		M	2,500	08/25/2012 08/25/2020	Common Stock	2,500
Option to Buy	\$ 8.59	07/25/2013		M	1,000	08/24/2012 08/24/2021	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith Keith D 2700 WEST FRONT STREET STATESVILLE, NC 28677-2927	VP - Manufacturing

Signatures

/s/ Keith D. Smith 07/25/2013

**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).

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.

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(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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