

ARTS WAY MANUFACTURING CO INC
 Form 4
 January 31, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MCCONNELL MARC H

2. Issuer Name and Ticker or Trading Symbol
 ARTS WAY MANUFACTURING CO INC [ARTW]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 P. O. BOX 6219
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/27/2017

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

KINSTON, NC 28501
 (City) (State) (Zip)

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

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)			
			Code	V	Amount or Price					
Common Stock	01/27/2017		A		12,000 (1)	A	\$ 0	32,000 (2)	D	
Common Stock							5,000	I	By IRA #1	
Common Stock							580	I	By IRA #2	
Common Stock							250	I	By spouse	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 8.66					(3) 04/28/2021		Common Stock	2,000
Stock Option (Right to Buy)	\$ 6.75					(3) 04/26/2022		Common Stock	2,000
Stock Option (Right to Buy)	\$ 6.4					(3) 04/25/2023		Common Stock	2,000
Stock Option (Right to Buy)	\$ 6.15					(3) 04/29/2024		Common Stock	2,000
Stock Option (Right to Buy)	\$ 4.7					(3) 04/22/2025		Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MCCONNELL MARC H
P. O. BOX 6219
KINSTON, NC 28501

X

Signatures

/s/ Elizabeth Dunshee as attorney-in-fact for Marc H. McConnell pursuant to power of attorney previously filed.

01/31/2017

__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) Represents 12,000 shares of restricted stock, the restrictions on which will lapse in 4,000 share increments annually beginning on January 27, 2018.

Includes (i) 6,000 shares of restricted stock, the restrictions on which will lapse in 3,000 share increments on each of 1/29/18 and 1/29/19;
- (2) and (ii) 12,000 shares of restricted stock, the restrictions on which will lapse in 4,000 share increments on each of 1/27/18, 1/27/19 and 1/27/20.
- (3) Fully exercisable.

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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