

KATHWARI M FAROOQ

Form 4/A

July 28, 2017

**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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response... 0.5

(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)

ETHAN ALLEN DRIVE

(Street)

DANBURY, CT 06811

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/26/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
07/28/2017

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

Chairman, President &amp; CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 07/26/2017                              |                                                             | A <sup>(1)</sup>                     | 59,211 A                                                                   | \$ 0<br>(1) 2,119,883                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       | 07/26/2017                              |                                                             | A <sup>(2)</sup>                     | 16,234 A                                                                   | \$ 0<br>(2) 2,136,117                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 317,682                                                                                                            | I                                                                    | The Irfan<br>Kathwari<br>Foundation                               |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 15,364                                                                                                             | I                                                                    | Shares held<br>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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title<br>or<br>Number<br>of<br>Shares               |                                                                             |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                           |       |
|-------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                             | Director      | 10% Owner | Officer                   | Other |
| KATHWARI M FAROOQ<br>ETHAN ALLEN DRIVE<br>DANBURY, CT 06811 | X             | X         | Chairman, President & CEO |       |

## Signatures

M. Farooq  
Kathwari 07/28/2017

\_\_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).

Represent shares earned by the Reporting Person for no consideration upon the vesting of performance stock units previously granted to the Reporting Person under the Ethan Allen Interiors Inc. Stock Incentive Plan (the "PSUs"). The vesting of the PSUs was subject to certain performance targets upon the certification of performance by the Issuer's compensation committee on July 26, 2017.

Represents 16,234 shares of common stock issuable upon the vesting of restricted stock units granted to the Reporting Person on July 26, 2017 under the Ethan Allen Interiors Inc. Stock Incentive Plan (the "RSUs"). The RSUs vest in two equal annual installments starting on the first anniversary of the date of grant.

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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