

PARKER DAVID MICHAEL

Form 4

August 28, 2008

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 *
PARKER DAVID MICHAEL

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)
08/26/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Senior VP - Finance and CFO

STATESVILLE, NC 28677

(City) (State) (Zip)

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

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	
Common Stock ⁽¹⁾	08/26/2008		M		4,000	A \$ 12	21,000 D
Common Stock	08/26/2008		F		3,871	D \$ 12.4	17,129 D

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

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information contained in this form are not
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(9-02)

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 12	08/26/2008		M			4,000	08/26/1999	08/26/2008	Common Stock	4,000
Option to Buy	\$ 14.69	08/27/2008		A		4,000		<u>(3)</u>	08/27/2018	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PARKER DAVID MICHAEL 2700 WEST FRONT STREET STATESVILLE, NC 28677	Senior VP - Finance and CFO

Signatures

/s/ David Michael
Parker 08/28/2008

__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 from the total exercise cost a sufficient number of shares of Common Stock that would have been otherwise received upon this exercise as reported on the next line of this Form 4 report.

(2) Employee stock option granted under Employee Stock Option Plan under Rule 16b-3.

(3) The options vest in four equal annual installments beginning with the first installment on August 27, 2009.

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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