

PEW ROBERT C II
Form SC 13D/A
February 18, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 11)*
Steelcase Inc.**

(Name of Issuer)
Class A Common Stock

(Title of Class of Securities)
858155 20 3

(CUSIP Number)
Liesl A. Maloney, Steelcase Inc., 901 4th Street S.E.,
Grand Rapids, MI 49508, (616) 247-3201

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)
February 10, 2011

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 858155 20 3

NAMES OF REPORTING PERSONS

1

Robert C. Pew II

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐

(b) ☐

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

U.S.

SOLE VOTING POWER

7

NUMBER OF

8,317,417

SHARES
BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

0

EACH
REPORTING

9

SOLE DISPOSITIVE POWER

PERSON 8,317,417

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,317,417

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

8.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP 858155 20 3

Item 1. Security and Issuer.

The title of the class of equity securities to which this statement relates is Class A Common Stock (Class A Common Stock), of Steelcase Inc., a Michigan corporation (the Company). The address of the Company s principal executive offices is 901 44th Street S.E., Grand Rapids, Michigan 49508.

Item 2. Identity and Background.

This statement is being filed by Robert C. Pew II. The business address of Mr. Pew is 901 - 44th Street S.E., Grand Rapids, Michigan 49508. Mr. Pew is retired. Mr. Pew has not, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). Mr. Pew has not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which resulted in Mr. Pew being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Pew is a U.S. citizen.

Item 3. Source and Amount of Funds or Other Consideration.

Not applicable.

Item 4. Purpose of Transaction.

Not applicable.

Item 5. Interest in Securities of the Issuer.

(a) Number of shares of Class A Common Stock beneficially owned: 8,317,417

Percentage of Class A Common Stock beneficially owned: 8.8%

(b) Number of shares of Class A Common Stock as to which Mr. Pew has the:

Sole power to vote or to direct the vote: 8,317,417

Shared power to vote or to direct the vote: 0

Sole power to dispose or to direct the disposition: 8,317,417

Shared power to dispose or to direct the disposition: 0

The number of shares reported above includes (i) 8,314,994 shares of Class B Common Stock of the Company which are immediately convertible into an equal number of shares of Class A Common Stock at the option of the holder and (ii) 2,423 shares of Class A Common Stock. If shares of Class B Common Stock are transferred to any person other than a Permitted Transferee (as defined in the Company s Second Restated Articles of Incorporation), such shares are automatically converted on a share-for-share basis into shares of Class A Common Stock. Shares of Class B Common Stock of the Company have the same attributes as shares of

CUSIP 858155 20 3

Class A Common Stock of the Company except that each share of Class B Common Stock entitles the holder thereof to ten votes on all matters upon which shareholders have a right to vote and each share of Class A Common Stock entitles the holder thereof to one vote on such matters.

If all the outstanding shares of Class B Common Stock of the Company were converted into shares of Class A Common Stock, Mr. Pew would be deemed to be the beneficial owner of 6.3% of the Class A Common Stock.

(c) The following transactions were effected during the sixty days prior to the date of this Schedule 13D:

1. On January 19, 2011, Mr. Pew disposed of a total of 17,835 shares of Class A Common Stock in several gift transactions.

2. The following transactions were effected by a trust for the benefit of a family member of Mr. Pew:

a. On February 7, 2011, an aggregate of 1,156,069 shares of Class B Common Stock were converted into shares of Class A Common Stock.

b. On February 7, 2011, an aggregate of 115,714 shares of Class A Common Stock were sold in open-market transactions at prices ranging from \$10.20 to \$10.25 per share, with a weighted average sale price of \$10.22 per share.

c. On February 8, 2011, an aggregate of 195,470 shares of Class A Common Stock were sold in open-market transactions at prices ranging from \$10.12 to \$10.31 per share, with a weighted average sale price of \$10.24 per share.

d. On February 9, 2011, an aggregate of 397,585 shares of Class A Common Stock were sold in open-market transactions at prices ranging from \$10.17 to \$10.315 per share, with a weighted average sale price of \$10.24 per share.

e. On February 10, 2011, an aggregate of 447,300 shares of Class A Common Stock were sold in open-market transactions at prices ranging from \$9.82 to \$10.13 per share, with a weighted average sale price of \$9.99 per share.

(d) Of the shares reported in this Item 5, 1,721,687 shares are held by a trust for the benefit of a family member of Mr. Pew.

CUSIP 858155 20 3

Item 7. Material to be Filed as Exhibits.

1. Power of Attorney of Robert C. Pew II filed as an exhibit to Amendment No. 9 to this Schedule 13D.

Page 5 of 6 Pages

CUSIP 858155 20 3

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 18, 2011

/s/ Liesl A. Maloney
Robert C. Pew II

By: Liesl A. Maloney
Attorney-in-Fact

Page 6 of 6 Pages