SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Bylsma Gregory J			2. Date of Event Requiring Statement (Month/Day/Year) 02/10/2009		3. Issuer Name and Ticker or Trading Symbol <u>MILLER HERMAN INC</u> [MLHR]					
(Last)(First)(Middle)855 EAST MAIN AVENUEP.O. BOX 302					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner		er (Moi	5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X Officer (give title below)	Other (spe below)	· [0.11	6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					Chief Financial O	Officer	X	Form filed b	y One Reporting Person	
ZEELAND	MI	49464						Form filed b Reporting P	y More than One erson	
(City)	(State)	(Zip)								
		-	Table I - Nor	n-Derivat	tive Securities Beneficial	ly Owned				
1. Title of Security (Instr. 4)				2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownersh Form: Direc or Indirect ((Instr. 5)	irect (D) (Instr. 5) ect (I)		Beneficial Ownership		
Common Stock					1,334.7144	D				
Common Stoc	ck				1,554.77	I	I by pr		profit share plan	
					e Securities Beneficially					
		(e.	g., puts, cal	lls, warra	ints, options, convertible	securities	s)			
1. Title of Deriva	ative Security (In	•	g., puts, cal 2. Date Exerce Expiration Date (Month/Day/	cisable and ate	1	ities	4. Conversion or Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
1. Title of Deriva	ative Security (In	•	2. Date Exerc	cisable and ate	3. Title and Amount of Securi Underlying Derivative Securi	ities	4. Conversion	Ownership	Beneficial Ownership	
	ative Security (In	str. 4)	2. Date Exerce Expiration Di (Month/Day/) Date	cisable and ate Year) Expiration	3. Title and Amount of Securi Underlying Derivative Securi	ities ty (Instr. 4) Amount or Number of	4. Conversion or Exercise Price of Derivative	Ownership Form: Direct (D) or Indirect	Beneficial Ownership	
Non-Qualified		str. 4) (right to buy)	2. Date Exerc Expiration D. (Month/Day/ Date Exercisable	cisable and ate Year) Expiration Date	3. Title and Amount of Securi Underlying Derivative Securi Title	ities ty (Instr. 4) Amount or Number of Shares	4. Conversion or Exercise Price of Derivative Security	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Non-Qualified	1 Stock Option	str. 4) (right to buy) (right to buy)	2. Date Exerc Expiration D. (Month/Day/ Date Exercisable	Expiration Date	3. Title and Amount of Securi Underlying Derivative Securit Title Common Stock	ities ty (Instr. 4) Amount or Number of Shares 1,400	4. Conversion or Exercise Price of Derivative Security 23.87	Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership	
Non-Qualified Non-Qualified	1 Stock Option 1 Stock Option	str. 4) (right to buy) (right to buy) (right to buy)	2. Date Exerc Expiration Di (Month/Day/) Date Exercisable (1) (1)	Expiration Date 05/19/2014	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock Common Stock Common Stock	ities ty (Instr. 4) Amount or Number of Shares 1,400 431	4. Conversion or Exercise Price of Derivative Security 23.87 24.2	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D	Beneficial Ownership	
Non-Qualified Non-Qualified Non-Qualified	d Stock Option d Stock Option d Stock Option	(right to buy) (right to buy) (right to buy) (right to buy) (right to buy)	2. Date Exerc Expiration D. (Month/Day/V Date Exercisable (1) (1) (1)	Expiration 05/19/2014 06/29/2011 04/23/2012	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock Common Stock Common Stock Common Stock Common Stock	ities ty (Instr. 4) Amount or Number of Shares 1,400 431 2,800	4. Conversion or Exercise Price of Derivative Security 23.87 24.2 25	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D	Beneficial Ownership	
Non-Qualified Non-Qualified Non-Qualified Non-Qualified	d Stock Option d Stock Option d Stock Option d Stock Option	(right to buy) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy)	2. Date Exerc Expiration D. (Month/Day/) Date Exercisable (1) (1) (1) (1)	Expiration 05/19/2014 06/29/2011 04/23/2012 04/23/2011	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock	Amount or Number of Shares 1,400 431 2,800 2,500	4. Conversion or Exercise Price of Derivative Security 23.87 24.2 25 25.1	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D	Beneficial Ownership	
Non-Qualified Non-Qualified Non-Qualified Non-Qualified Non-Qualified	d Stock Option d Stock Option d Stock Option d Stock Option d Stock Option	str. 4) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy)	2. Date Exercisable (Month/Day/ Date Exercisable (1) (1) (1) (1) (2)	Expiration Date 05/19/2014 06/29/2011 04/23/2011 04/23/2011	3. Title and Amount of Securit Underlying Derivative Securit Title 4 Common Stock 2 Common Stock 3 Common Stock 2 Common Stock 3 Common Stock 4 Common Stock 5 Common Stock	Amount or Number of Shares 1,400 431 2,800 2,500 4,089	4. Conversion or Exercise Price of Derivative Security 23.87 24.2 25 25.1 25.52	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D	Beneficial Ownership	
Non-Qualified Non-Qualified Non-Qualified Non-Qualified Non-Qualified	d Stock Option d Stock Option d Stock Option d Stock Option d Stock Option d Stock Option	str. 4) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy)	2. Date Exerc Expiration D. (Month/Day/V Date Exercisable (1) (1) (1) (1) (1) (2) (3)	Expiration 05/19/2014 06/29/2011 04/23/2012 04/23/2011 07/21/2018	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock	Amount or Number of Shares 1,400 431 2,800 2,500 4,089 2,676	4. Conversion or Exercise Price of Derivative Security 23.87 24.2 25 25.1 25.52 30.536	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D	Beneficial Ownership	
Non-Qualified Non-Qualified Non-Qualified Non-Qualified Non-Qualified	d Stock Option d Stock Option	str. 4) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy) (right to buy)	2. Date Exercisable (Month/Day/) Date Exercisable (1) (1) (1) (1) (2) (3) (4)	Expiration 05/19/2014 06/29/2011 04/23/2012 04/23/2012 07/21/2018 07/24/2016 07/24/2017	3. Title and Amount of Securit Underlying Derivative Securit Title Common Stock Common Stock	Amount or Number of Shares 1,400 431 2,800 2,500 4,089 2,676 2,724	4. Conversion or Exercise Price of Derivative Security 23.87 24.2 25 25.1 25.52 30.536 31.84	Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D D D D D D D D D	Beneficial Ownership	

Explanation of Responses:

1. Currently exercisable.

2. 3 year 33% vest beginning 7/21/09.

3. Currently 2/3 exercisable with the remaining 1/3 to become exercisable on 7/24/09.

4. Currently 1/3 exercisable. Another 1/3 becomes exerciable on 7/24/09 and the remaining 1/3 on 7/24/2010.

5. Each restricted stock unit represents a contingent right to receive one share of MLHR common stock.

6. The restricted stock units vest on June 27, 2010.

7. The restricted stock units vest on July 24, 2011.

<u>Gregory J Bylsma</u>

** Signature of Reporting Person

02/18/2009

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Angela C. Burgess, James E. Christenson, Julia M. DeShaw and Michael G. Wooldridge, or either of them, the undersigned's true and lawful attorney-in-fact to:

- (1) Execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Herman Miller, Inc. (the "Company"), Forms 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder:
- (2) Do and perform any and all acts for and on behalf of the undersigned which may be necessary to complete and execute any such Form 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of February 10, 2009.

/s/ Gregory J. Bylsma

Gregory J. Bylsma

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Angela C. Burgess, James E. Christenson, Julia M. DeShaw and Michael G. Wooldridge to execute and file on the undersigned's behalf all Forms 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of Herman Miller, Inc. The authority of Angela C. Burgess, James E. Christenson, Julia M. DeShaw and Michael G. Wooldridge under this Statement shall continue until the undersigned is no longer required to file Forms 4 and 5 with regard to the undersigned's ownership of or transactions in securities of Herman Miller, Inc., unless earlier revoked in writing. The undersigned acknowledges that Angela C. Burgess, James E. Christenson, Julia M. DeShaw and Michael G. Wooldridge are not assuming, nor is Herman Miller, Inc. or Varnum, Riddering, Schmidt & Howlett, assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

Dated: February 10, 2009

/s/ Gregory J. Bylsma

Gregory J. Bylsma