

LA-Z-BOY INC
Form 4
June 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Mueller Margaret L

(Last) (First) (Middle)
ONE LA-Z-BOY DRIVE
(Street)

MONROE, MI 48162

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LA-Z-BOY INC [LZB]

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	06/15/2015		A		325 A \$ 0	12,667	D
Common Shares	06/15/2015		A		824 A \$ 0	13,491	D
Common Shares	06/15/2015		M		5,326 A \$ 0	18,817	D
Common Shares	06/15/2015		D		5,326 D \$ 26.69	13,491	D
Common Shares						294 ⁽¹⁾	I by 401(k)

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

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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 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units ⁽²⁾	\$ 0	06/15/2015		A	2,380			<u>(3)</u>	<u>(3)</u>	Common Shares
Restricted Stock Units ⁽²⁾	\$ 26.69	06/15/2015		M		5,326		<u>(3)</u>	<u>(3)</u>	Common Shares
Stock Option (right to buy)	\$ 26.69	06/15/2015		A	11,146			06/15/2016 ⁽⁴⁾	06/15/2025 ⁽⁴⁾	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mueller Margaret L ONE LA-Z-BOY DRIVE MONROE, MI 48162			Chief Accounting Officer	

Signatures

James P. Klarr, Attorney
in fact 06/17/2015

 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) The reporting person received a return of excess contribution to her 401(k) plan, requiring disposal by the plan trustee of 2 shares.

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- (2) Restricted stock units payable in cash.
- (3) These restricted stock units were granted and settled under the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan upon approval by the Compensation Committee following the performance cycle ending in April 2015.
- (4) These options were granted under the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan and become exercisable in four equal annual installments beginning on the date shown in the Date Exercisable column.

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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