

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

FORM 4

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

OMB APPROVAL

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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 *
KINCAID STEVEN M

(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
 Officer (give title below) Other (specify below)
Senior Vice President

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 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 Price (D)		
Common Shares	06/15/2015		F		1,667 D \$ 26.69		D
Common Shares	06/15/2015		F		1,155 D \$ 26.69		D
Common Shares	06/15/2015		A		7,403 A \$ 0		D
Common Shares	06/15/2015		F		2,444 D \$ 26.69		D
Common Shares	06/15/2015		A		957 A \$ 0		D

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Common Shares 06/15/2015 A 2,105 A \$ 0 158,723 D
 Common Shares 9,759 ⁽¹⁾ I by 401(k)

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 26.69	06/15/2015		A	19,143	06/15/2016 ⁽²⁾ 06/15/2025 ⁽²⁾	Common Shares	19,143

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINCAID STEVEN M ONE LA-Z-BOY DRIVE MONROE, MI 48162			Senior Vice President	

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 his 401(k) plan, requiring disposal by the plan trustee of 12 shares.

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- (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.