

LA-Z-BOY INC  
Form 4  
December 14, 2016

**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

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/12/2016

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)  
Chief Accounting Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/12/2016		M		2,196	A	\$ 9.35
Common Shares	12/12/2016		M		3,372	A	\$ 23.63
Common Shares	12/12/2016		M		2,786	A	\$ 26.69
Common Shares	12/12/2016		S		8,354	D	\$ 32.4221 <u>(1)</u>
Common Shares	12/12/2016		M		3,575	A	\$ 11.97

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Common Shares	12/12/2016	D	3,575	D	\$ 32.35	16,160	D	
Common Shares	12/12/2016	M	2,772	A	\$ 19.06	18,932	D	
Common Shares	12/12/2016	D	2,772	D	\$ 32.35	16,160	D	
Common Shares						292	I	by 401(k)

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.35	12/12/2016		M	2,196	07/13/2012 <sup>(2)</sup> 07/13/2021	Common Shares	2,196
Stock Option (right to buy)	\$ 23.63	12/12/2016		M	3,372	06/16/2015 <sup>(2)</sup> 06/16/2024	Common Shares	3,372
Stock Option (right to buy)	\$ 26.69	12/12/2016		M	2,786	06/15/2016 <sup>(2)</sup> 06/15/2025	Common Shares	2,786
Stock Appreciation Right	\$ 11.97	12/12/2016		M	3,575	07/11/2013 <sup>(3)</sup> 07/11/2022	Common Shares	3,575
Stock Appreciation Right	\$ 19.06	12/12/2016		M	2,772	06/17/2014 <sup>(3)</sup> 06/17/2023	Common Shares	2,772

## 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  
12/14/2016  
Date

Signature of Reporting Person

## 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.35 to \$32.55, inclusive. The reporting person undertakes to provide to issuer, any security holder of issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(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.

(3) These stock appreciation rights 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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