LA-Z-BOY INC
Form 4
September 17, 2014

FORM 4

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

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mueller Margaret L

(Last) (First) (Middle)

1284 N. TELEGRAPH

(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)
09/15/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	09/15/2014		M		1,174	A	$ 7.75	24,772	D	
Common Shares	09/15/2014		S		1,174	D	$ 21.3301	23,598	D	
Common Shares	09/15/2014		M		2,195	A	$ 9.35	25,793	D	
Common Shares	09/15/2014		S		2,195	D	$ 21.3168 (1)	23,598	D	
Common Shares	09/15/2014		M		3,574	A	$ 11.97	27,172	D	

Common Shares	09/15/2014		D	3,574	D	$ 21.32	23,598	D	
Common Shares	09/15/2014		M	1,386	A	$ 19.06	24,984	D	
Common Shares	09/15/2014		D	1,386	D	$ 21.32	23,598	D	
Common Shares							296	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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Stock Option (right to buy)	$ 7.75	09/15/2014		M			1,174	07/14/2011(2)	07/14/2020	Common Shares	1,
Stock Option (right to buy)	$ 9.35	09/15/2014		M			2,195	07/13/2012(2)	07/13/2021	Common Shares	2,
Stock Appreciation Right	$ 11.97	09/15/2014		M			3,574	07/11/2013(3)	07/11/2022	Common Shares	3,
Stock Appreciation Right	$ 19.06	09/15/2014		M			1,386	06/17/2014(3)	06/17/2023	Common Shares	1,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Mueller Margaret L
1284 N. TELEGRAPH
MONROE, MI 48162

Chief Accounting Officer

Signatures

James P. Klarr, Attorney in fact 09/17/2014

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $21.31 to $21.33, 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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