

Mueller Margaret L
 Form 4
 February 18, 2011

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 *
 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)
 02/17/2011

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares	02/17/2011		M		7,550 A \$ 4.37	18,164	D
Common Shares	02/17/2011		S		900 D \$ 11.35	17,264	D
Common Shares	02/17/2011		S		400 D \$ 11.34	16,864	D
Common Shares	02/17/2011		S		700 D \$ 11.33	16,164	D
Common Shares	02/17/2011		S		100 D \$ 11.32	16,064	D

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Common Shares	02/17/2011	S	100	D	\$ 11.3	15,964	D	
Common Shares	02/17/2011	S	300	D	\$ 11.29	15,664	D	
Common Shares	02/17/2011	S	1,400	D	\$ 11.28	14,264	D	
Common Shares	02/17/2011	S	1,300	D	\$ 11.27	12,964	D	
Common Shares	02/17/2011	S	1,400	D	\$ 11.26	11,564	D	
Common Shares	02/17/2011	S	100	D	\$ 11.25	11,464	D	
Common Shares	02/17/2011	S	500	D	\$ 11.24	10,964	D	
Common Shares	02/17/2011	S	350	D	\$ 11.23	10,614	D	
Common Shares						301	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.37	02/17/2011		M	7,550	07/08/2010 ⁽¹⁾	07/08/2014	Common Shares	7,550

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 02/18/2011

__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) These were granted under the 2004 Long-Term Equity Award Plan and become exercisable in four equal 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.