

LA-Z-BOY INC  
Form 10-Q/A  
February 13, 2007

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549-1004  
FORM 10-Q/A**

Quarterly Report Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

FOR QUARTERLY PERIOD ENDED October 28, 2006 COMMISSION FILE NUMBER 1-9656

**LA-Z-BOY INCORPORATED**

(Exact name of registrant as specified in its charter)

MICHIGAN

38-0751137

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

1284 North Telegraph Road, Monroe, Michigan

48162-3390

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (734) 242-1444

None

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes X

No     

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer     

Accelerated filer X

Non-accelerated filer     

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes     

No X

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

<u>Class</u>	<u>Outstanding at October 28, 2006</u>
Common Shares, \$1.00 par value	51,364,209

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**Explanatory Note:**

The registrant hereby amends Item 2 of Part II of its Quarterly Report on Form 10-Q for the quarterly period ended October 28, 2006 to read in its entirety as set forth below.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

During the second quarter of fiscal 2007, we sold shares of our common stock to our non-employee directors pursuant to our Restricted Stock Plan for Non-Employee Directors without registration under the Securities Act of 1933 in reliance on the exemption provided in Section 4(2) of the Act. In accordance with the terms of the plan, we sold these shares to our non-employee directors upon their acceptance of awards granted to them to purchase shares at 25% of their fair market value on the date of grant. The following table shows the date of these sales, the number of shares sold, and the per share and aggregate sales price.

<b>Date of Sale</b>	<b>Number of Shares Sold</b>	<b>Per Share Price</b>	<b>Aggregate Price</b>
August 2006	19,000	\$3.315	\$62,985
September 2006	2,000	\$3.315	\$6,630

Our Board of Directors has authorized the repurchase of company stock. On October 28, 1987, our Board of Directors announced the authorization of the plan to repurchase company stock. The plan originally authorized 1.0 million shares and subsequent to October 1987, 22.0 million additional shares have been added to this plan for repurchase. As of October 28, 2006, 5.4 million additional shares could be purchased pursuant to this authorization. With the cash flows we anticipate generating in fiscal 2007 we will be opportunistic in repurchasing company stock but we have no commitments for repurchases. The following table summarizes our repurchases of company stock during the period covered by this report:

	<b>Total number of shares repurchased</b>	<b>Average price paid per share</b>	<b>Total number of shares purchased as part of the publicly announced repurchase program</b>	<b>Maximum number of shares that may yet be purchased</b>
<i>(Amounts in thousands except per share data)</i>				
Fiscal August (July 30 - September 2)	251	\$12.98	251	5,353
Fiscal September (September 3 - September 30)	--	--	--	5,353
Fiscal October (October 1 - October 28)	--	--	--	5,353
Fiscal Second Quarter of 2007	251	\$12.98	251	5,353

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**LA-Z-BOY INCORPORATED**

(Registrant)

Date: February 13, 2007

BY: /s/ Mark Copping

Mark Copping  
Corporate Controller  
On behalf of the registrant and as  
Chief Accounting Officer