

Collier John Douglas
 Form 4
 March 25, 2019

FORM 4

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

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).

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 *
 Collier John Douglas

(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)
 03/21/2019

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Shares	03/21/2019		M		3,338	A	\$ 19.06	65,594	D
Common Shares	03/21/2019		D		3,338	D	\$ 19.06	62,256	D
Common Shares	03/21/2019		M		9,092	A	\$ 23.63	71,348	D
Common Shares	03/21/2019		M		16,098	A	\$ 26.69	87,446	D
Common Shares	03/21/2019		M		14,080	A	\$ 25.99	101,526	D

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Common Shares	03/21/2019	M	10,365	A	\$ 27.25	111,891	D
Common Shares	03/21/2019	S	49,635	D	\$ 32.7077 <u>(3)</u>	62,256	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Appreciation Right	\$ 19.06	03/21/2019		M	3,338	06/17/2014 ⁽¹⁾ 06/17/2023	Common Shares 3
Stock Option (right to buy)	\$ 23.63	03/21/2019		M	9,092	06/16/2015 ⁽²⁾ 06/16/2024	Common Shares 9
Stock Option (right to buy)	\$ 26.69	03/21/2019		M	16,098	06/15/2016 ⁽²⁾ 06/15/2025	Common Shares 16
Stock Option (right to buy)	\$ 25.99	03/21/2019		M	14,080	06/20/2017 ⁽²⁾ 06/20/2026	Common Shares 14
Stock option (right to buy)	\$ 27.25	03/21/2019		M	10,365	06/19/2018 ⁽²⁾ 06/19/2027	Common Shares 10

Reporting Owners

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

Signatures

Melinda D. Whittington, Attorney
in fact

03/25/2019

__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 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.
 - (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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.62 to \$32.96, 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.
- (3)

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.