

Sawyer Otis S
Form 4
August 27, 2018

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 *
Sawyer Otis S

(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)
08/23/2018

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	08/23/2018		M		9,989	A	\$ 7.75
Common Shares	08/23/2018		M		12,226	A	\$ 9.35
Common Shares	08/23/2018		M		19,848	A	\$ 11.97
Common Shares	08/23/2018		M		15,046	A	\$ 19.06
Common Shares	08/23/2018		M		17,225	A	\$ 23.63
							71,324
							83,550
							103,398
							118,444
							135,669

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Common Shares	08/23/2018	M	14,472	A	\$ 26.69	150,141	D
Common Shares	08/23/2018	S	88,806	D	\$ 34.6241 <u>(2)</u>	61,335	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 7.75	08/23/2018		M	9,989	07/14/2011 ⁽¹⁾ 07/14/2020	Common Shares	9,989	
Stock Option (right to buy)	\$ 9.35	08/23/2018		M	12,226	07/13/2012 ⁽¹⁾ 07/13/2021	Common Shares	12,226	
Stock Option (right to buy)	\$ 11.97	08/23/2018		M	19,848	07/11/2013 ⁽¹⁾ 07/11/2022	Common Shares	19,848	
Stock Option (right to buy)	\$ 19.06	08/23/2018		M	15,046	06/17/2014 ⁽¹⁾ 06/17/2023	Common Shares	15,046	
Stock Option (right to buy)	\$ 23.63	08/23/2018		M	17,225	06/16/2015 ⁽¹⁾ 06/16/2024	Common Shares	17,225	
	\$ 26.69	08/23/2018		M	14,472	06/15/2016 ⁽¹⁾ 06/15/2025		14,472	

Stock
Option
(right to
buy)

Common
Shares

Reporting Owners

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

Signatures

R. Rand Tucker, Attorney
in fact

08/27/2018

__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 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 \$33.45 to \$35.50, 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)

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.