

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>DARROW KURT L</u>			2. Issuer Name and Ticker or Trading Symbol <u>LA-Z-BOY INC [LZB]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman, President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/19/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>ONE LA-Z-BOY DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>MONROE</u>	<u>MI</u>	<u>48162</u>						
(City)	(State)	(Zip)						

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	02/19/2020		M ⁽¹⁾		61,113	A	\$25.99	618,520	D	
Common Shares	02/19/2020		S ⁽¹⁾		61,113	D	\$35.0035 ⁽²⁾	557,407	D	
Common Shares	02/20/2020		M ⁽¹⁾		9,500	A	\$25.99	566,907	D	
Common Shares	02/20/2020		S ⁽¹⁾		9,500	D	\$35.3372 ⁽³⁾	557,407	D	
Common Shares	09/26/2019		G	V	887	D	\$0	556,520	D	
Common Shares	10/07/2019		G	V	296	D	\$0	556,224	D	
Common Shares	12/12/2019		G	V	1,365	D	\$0	554,859	D	
Common Shares	12/12/2019		G	V	1,850	D	\$0	27,175	I	by Charitable Lead Trust ⁽⁴⁾
Common Shares								2,753	I	By 401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$25.99	02/19/2020		M ⁽¹⁾		61,113		06/20/2017 ⁽⁵⁾	06/20/2026	Common Shares	\$0	89,857	D	
Stock Option (right to buy)	\$25.99	02/20/2020		M ⁽¹⁾		9,500		06/20/2017 ⁽⁵⁾	06/20/2026	Common Shares	\$0	80,357	D	

Explanation of Responses:

- The option exercise or sale reported on this line of this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.235, inclusive. The reporting person undertakes to provide 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 footnotes 2 and 3 of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.57, inclusive.
- The reporting person is the trustee of the trust and holds a remainder interest in the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- 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.

Remarks:

Uzma Ahmad, Attorney-in-fact 02/21/2020

** Signature of Reporting Person Date

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.