

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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	
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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).

1. Name and Address of Reporting Person* <u>DARROW KURT L</u>  (Last) (First) (Middle) <u>ONE LA-Z-BOY DRIVE</u>  (Street) <u>MONROE MI 48162</u>  (City) (State) (Zip)	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) <u>Chairman, President &amp; CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/22/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	06/22/2020		F		2,444	D	\$27.54	550,854	D	
Common Shares	06/22/2020		F		4,519	D	\$27.54	546,335	D	
Common Shares	06/22/2020		A		6,061	A	\$0	552,396	D	
Common Shares	06/22/2020		F		2,643	D	\$27.54	549,753	D	
Common Shares	06/22/2020		A		9,858	A	\$0	559,611	D	
Common Shares	06/22/2020		F		4,299	D	\$27.54	555,312	D	
Common Shares	06/22/2020		A		4,267	A	\$0	559,579	D	
Common Shares	06/22/2020		A		16,238	A	\$0	575,817	D	
Common Shares								27,175	I	by Charitable Lead Trust <sup>(1)</sup>
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	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$27.54	06/22/2020		A		131,213		06/22/2021 <sup>(2)</sup>	06/22/2030	Common Shares	131,213	\$0	131,213	D	

**Explanation of Responses:**

- 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 2017 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 06/24/2020

\*\* Signature of Reporting Person Date

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

\* 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.