

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 |
| Estimated average burden hours per response: | 0.5       |

|   |                      |                       |  |  |  |  |  |  |
|---|----------------------|-----------------------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Mueller Margaret L</u> |                      |                       | 2. Issuer Name and Ticker or Trading Symbol<br><u>LA-Z-BOY INC [ LZB ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Chief Accounting Officer</u> |  |  |
| (Last)  | (First)              | (Middle)              | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>09/15/2014</u>      |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                    |  |  |
| <u>1284 N. TELEGRAPH</u>  |                      |                       | 4. If Amendment, Date of Original Filed (Month/Day/Year)                   |  |  |  |  |  |
| (Street)<br><u>MONROE</u>   | (State)<br><u>MI</u> | (Zip)<br><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                   | 09/15/2014                           |  | M                              |   | 1,174   | A          | \$7.75                   | 24,772  | D  |   |
| Common Shares                   | 09/15/2014                           |  | S                              |   | 1,174   | D          | \$21.3301                | 23,598  | D  |   |
| Common Shares                   | 09/15/2014                           |  | M                              |   | 2,195   | A          | \$9.35                   | 25,793  | D  |   |
| Common Shares                   | 09/15/2014                           |  | S                              |   | 2,195   | D          | \$21.3168 <sup>(1)</sup> | 23,598  | D  |   |
| Common Shares                   | 09/15/2014                           |  | M                              |   | 3,574   | A          | \$11.97                  | 27,172  | D  |   |
| Common Shares                   | 09/15/2014                           |  | D                              |   | 3,574   | D          | \$21.32                  | 23,598  | D  |   |
| Common Shares                   | 09/15/2014                           |  | M                              |   | 1,386   | A          | \$19.06                  | 24,984  | D  |   |
| Common Shares                   | 09/15/2014                           |  | D                              |   | 1,386   | D          | \$21.32                  | 23,598  | D  |   |
| Common Shares                   |                                      |  |                                |   |   |            |                          | 296   | 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)                | \$7.75   | 09/15/2014                           |  | M                              |   |  | 1,174 | 07/14/2011 <sup>(2)</sup>                                | 07/14/2020      | Common Shares   | 1,174                                      | \$7.75   | 0   | D  |
| Stock Option (right to buy)                | \$9.35   | 09/15/2014                           |  | M                              |   |  | 2,195 | 07/13/2012 <sup>(2)</sup>                                | 07/13/2021      | Common Shares   | 2,195                                      | \$9.35   | 2,196   | D  |
| Stock Appreciation Right                   | \$11.97  | 09/15/2014                           |  | M                              |   |  | 3,574 | 07/11/2013 <sup>(3)</sup>                                | 07/11/2022      | Common Shares   | 3,574                                      | \$0  | 3,575   | D  |
| Stock Appreciation Right                   | \$19.06  | 09/15/2014                           |  | M                              |   |  | 1,386 | 06/17/2014 <sup>(3)</sup>                                | 06/17/2023      | Common Shares   | 1,386                                      | \$0  | 4,160   | D  |

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.31 to \$21.33, 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.
- 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.
- 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.

Remarks:

James P. Klarr, Attorney in fact 09/17/2014

\*\* 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.

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