

**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>Sawyer Otis S</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Senior Vice President</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/23/2018</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
ONE LA-Z-BOY DRIVE			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	08/23/2018		M		9,989	A	\$7.75	71,324	D	
Common Shares	08/23/2018		M		12,226	A	\$9.35	83,550	D	
Common Shares	08/23/2018		M		19,848	A	\$11.97	103,398	D	
Common Shares	08/23/2018		M		15,046	A	\$19.06	118,444	D	
Common Shares	08/23/2018		M		17,225	A	\$23.63	135,669	D	
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 <sup>(2)</sup>	61,335	D	

**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
Stock Option (right to buy)	\$7.75	08/23/2018		M		9,989		07/14/2011 <sup>(1)</sup>	07/14/2020	Common Shares	9,989	\$0	0	D	
Stock Option (right to buy)	\$9.35	08/23/2018		M		12,226		07/13/2012 <sup>(1)</sup>	07/13/2021	Common Shares	12,226	\$0	0	D	
Stock Option (right to buy)	\$11.97	08/23/2018		M		19,848		07/11/2013 <sup>(1)</sup>	07/11/2022	Common Shares	19,848	\$0	0	D	
Stock Option (right to buy)	\$19.06	08/23/2018		M		15,046		06/17/2014 <sup>(1)</sup>	06/17/2023	Common Shares	15,046	\$0	0	D	
Stock Option (right to buy)	\$23.63	08/23/2018		M		17,225		06/16/2015 <sup>(1)</sup>	06/16/2024	Common Shares	17,225	\$0	0	D	
Stock Option (right to buy)	\$26.69	08/23/2018		M		14,472		06/15/2016 <sup>(1)</sup>	06/15/2025	Common Shares	14,472	\$0	4,826	D	

**Explanation of Responses:**

- 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.

**Remarks:**

R. Rand Tucker, Attorney in  
fact

08/27/2018

\*\* 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.**