

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS
THERE TO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No.)(1)

La-Z Boy Incorporated

(Name of issuer)

COMMON STOCK, \$1.00 PAR VALUE

(Title of class of securities)

505336 10 7

(CUSIP number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300

(Name, address and telephone number of person
authorized to receive notices and communications)

February 1, 2007

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

NOTE. The Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 17 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

CUSIP No. 505336 10 7

13D

Page 2 of 17 Pages

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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MLF Investments, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 shares

8 SHARED VOTING POWER

3,014,475 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,014,475 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,014,475 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 505336 10 7

13D

Page 3 of 17 Pages

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MLF Offshore Portfolio Company, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/ (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 shares

8 SHARED VOTING POWER

3,014,475 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,014,475 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,014,475 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 505336 10 7 13D Page 4 of 17 Pages

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MLF Cayman GP, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/ (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

0 shares

8 SHARED VOTING POWER

3,014,475 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,014,475 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

PERSON

3,014,475 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 505336 10 7

13D

Page 5 of 17 Pages

1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MLF Capital Management, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/ (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

0 shares

8 SHARED VOTING POWER

3,014,475 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,014,475 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,014,475 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%

14 TYPE OF REPORTING PERSON*

PN

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MLF Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 shares

8 SHARED VOTING POWER

3,014,475 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,014,475 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,014,475 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.9%

14 TYPE OF REPORTING PERSON*

00

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Matthew L. Feshbach

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/

3 SEC USE ONLY

4 SOURCE OF FUNDS*
AF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
0 shares

8 SHARED VOTING POWER
3,014,475 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,014,475 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,014,475 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 505336 10 7

13D

Page 8 of 17 Pages

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. SECURITY AND ISSUER.

This statement relates to shares of the Common Stock, par value \$1.00 (the "Shares"), of La-Z-Boy Incorporated. (the "Issuer"). The address of the principal executive offices of the Issuer is 1284 North Telegraph Road, Monroe, Michigan, 48162-3390.

Item 2. IDENTITY AND BACKGROUND.

This Schedule 13D is filed by MLF Investments, LLC ("MLFI"), MLF Offshore Portfolio Company, L.P. ("MLF Offshore"), MLF Cayman GP, Ltd. ("MLF Cayman"), MLF Capital Management, L.P. ("MLF Capital"), MLF Holdings, LLC ("MLF Holdings") and Matthew L. Feshbach (each a "Reporting Person" and together, the "Reporting Persons"), who act as a group with regards to certain aspects of the Shares

MLF Offshore is a limited partnership organized and existing under the laws of the Cayman Islands. The principal business of MLF Offshore is private investment consulting. MLF Cayman is a corporation organized and existing under the laws of the Cayman Islands. The principal business of MLF

Cayman is private investment consulting and acting as the general partner of MLF Offshore. MLF Capital is a limited partnership organized and existing under the laws of the State of Delaware. The principal business of MLF Capital is private investing and acting as manager of MLF Cayman. MLF Holdings is a limited liability company, organized and existing under the laws of the state of Delaware. The principal business of MLF Holdings is private investment and acting as the general partner of MLF Capital. The business address of MLF Offshore and MLF Cayman is c/o Trident Trust Company (Cayman) Ltd., One Capital Place, P.O. Box 847, Grand Cayman, Cayman Islands, B.W.I. MLF Capital is the manager and sole shareholder of MLF Cayman. The business address of MLF Capital and MLF Holdings is 455 N. Indian Rocks Road, Suite B, Belleair Bluffs, Florida 33770.

MLFI is a limited liability company, organized and existing under the laws of the State of Delaware. The principal business of MLFI is private investment consulting and acting as the investment advisor of MLF Offshore. The business address of MLFI is 455 N. Indian Rocks Road, Suite B, Belleair Bluffs, Florida 33770.

Matthew L. Feshbach is an individual whose business address is 455 N. Indian Rocks Road, Suite B, Belleair Bluffs, Florida 33770. His principal occupation is managing member of each of MLFI and MLF Holdings. Mr. Feshbach is a citizen of the United States of America.

During the last five years, none of MLFI, MLF Offshore, MLF Cayman, MLF Capital, MLF Holdings, or Mr. Feshbach has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). In addition, during the last five years, none of MLFI, MLF Offshore, MLF Cayman, MLF Capital, MLF Holdings or Mr. Feshbach has been a party to a civil proceeding of any judicial or administrative body of competent jurisdiction as a result of which it or he was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As of February 12, 2007, MLF Offshore owned 3,014,475 Shares of the Issuer. MLFI, Mr. Feshbach, MLF Cayman, MLF Holdings, and MLF Capital may be deemed to beneficially own the Shares owned by MLF Offshore. The funds used to purchase such Shares came from the working capital of MLF Offshore. The aggregate cost of such Shares is approximately \$36,933,033.

CUSIP No. 505336 10 7

13D

Page 9 of 17 Pages

Item 4. PURPOSE OF TRANSACTION.

The Reporting Persons are holding the Shares for investment purposes based on the Reporting Persons' belief that the Shares are undervalued and represent an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase of additional Shares desirable, the Reporting Persons may endeavor to increase their position in the Issuer through, among other things, the purchase of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

The Reporting Persons support the Issuer's management and their plans and programs of focusing on the La-Z-Boy(R) brand, improving manufacturing efficiency and maximizing the potential of its distribution network, the La-Z-Boy Furniture Galleries(R).

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein. It is the Reporting Persons' intention, however, to offer to help the Issuer strategically if such opportunities present themselves. The Reporting Persons may in the future take such actions with respect to its investment in the Issuer as it deems appropriate including, without limitation, seeking more Board representation, making proposals to the Issuer concerning changes to the capitalization, ownership structure or operations of the Issuer, purchasing additional Shares, selling some or all of its Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares or changing its intention with respect to any and all matters referred to in Item 4.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 51,364,209 Shares outstanding as of October 28, 2006, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, for the quarterly period ended October 28, 2006, as filed with the Securities and Exchange Commission on November 14, 2006.

As of the close of business on February 12, 2007, each of MLFI, MLF Offshore, MLF Cayman, MLF Holdings and MLF Capital beneficially owned 3,014,475 Shares, constituting approximately 5.9% of the Shares outstanding.

(b) Each of Mr. Feshbach, MLFI, MLF Offshore, MLF Cayman, MLF Holdings and MLF Capital share the power to vote and dispose or to direct the vote and disposition of 3,014,475 Shares, or 5.9% of the Shares outstanding.

(c) Schedule A annexed hereto lists all transactions in the Shares during the past sixty days by the Reporting Persons. All of such transactions were effected in the open market.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

- 1. Joint Filing Agreement by and among MLF Investments, LLC, MLF Offshore Portfolio Company, L.P., MLF Cayman GP, Ltd., MLF Capital Management, L.P., MLF Holdings, LLC and Matthew L. Feshbach, dated February 12, 2007

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2007

/s/ Matthew L. Feshbach

MATTHEW L. FESHBACH

MLF INVESTMENTS, LLC

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

MLF OFFSHORE PORTFOLIO COMPANY, L.P.

By: MLF Cayman GP, Ltd.
Title: General Partner

By: MLF Capital Management, L.P.

Sole shareholder

By: MLF Holdings, LLC
General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

MLF CAYMAN GP, LTD.

By: MLF Capital Management, L.P.
Sole shareholder

By: MLF Holdings, LLC
General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

CUSIP No. 505336 10 7

13D

Page 12 of 17 Pages

MLF CAPITAL MANAGEMENT, L.P.

By: MLF Holdings, LLC
General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

MLF HOLDINGS, LLC

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

CUSIP No. 505336 10 7

13D

Page 13 of 17 Pages

SCHEDULE A

Transactions in the Shares During the Past 60 Days

TRANSACTIONS BY MLF OFFSHORE PORTFOLIO COMPANY, L.P.

Shares of Common Stock Purchased	Price Per Share (\$)	Date of Purchase
100,000	11.3642	12/18/06
200,000	11.3860	12/19/06
100,000	11.3891	12/20/06
62,500	11.5044	12/21/06
64,800	11.6435	12/22/06
72,700	11.9219	12/26/06

31,821	11.8755	12/26/06
100,000	11.9135	12/27/06
27,700	11.9305	12/28/06
200,000	11.8975	12/29/06
100,000	11.8656	01/03/07
100,000	12.0023	01/03/07
100,000	11.5513	01/04/07
100,000	11.6777	01/05/07
32,100	11.5494	01/08/07
100,000	11.8303	01/09/07
140,432	11.9674	01/10/07
200,000	12.3404	01/11/07
200,000	12.7077	01/12/07

CUSIP No. 505336 10 7

13D

Page 14 of 17 Pages

100,000	12.4134	01/16/07
100,000	12.4435	01/17/07
100,000	12.3803	01/18/07
20,822	12.5220	01/19/07
20,000	12.2589	01/22/07
44,400	12.4601	01/24/07
15,700	12.5225	01/25/07
60,000	12.4558	01/26/07
85,000	12.9342	02/01/07
60,000	13.1367	02/02/07
65,000	13.3249	02/06/07
167,000	13.4824	02/07/07
100,000	13.5344	02/08/07
23,300	13.4665	02/09/07
21,200	13.5586	02/12/07

MLF INVESTMENTS, LLC

None

MLF CAYMAN GP, LTD.

None

MLF CAPITAL MANAGEMENT, L.P.

None

MLF HOLDINGS, LLC

None

MATTHEW L. FESHBACH

None

CUSIP No. 505336 10 7

13D

Page 15 of 17 Pages

Exhibit Index

Exhibit -----	Page ----
1. Joint Filing Agreement by and among MLF Investments, LLC, MLF Offshore Portfolio Company, L.P., MLF Cayman GP, Ltd., MLF Capital Management, L.P., MLF Holdings, LLC and Matthew L. Feshbach, dated February 12, 2007.	16

CUSIP No. 505336 10 7

13D

Page 16 of 17 Pages

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D dated February 12, 2007 (including amendments thereto) with respect to the Common Stock of La-Z-Boy Incorporated. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: February 12, 2007

/s/ Matthew L. Feshbach

MATTHEW L. FESHBACH

MLF INVESTMENTS, LLC

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

MLF OFFSHORE PORTFOLIO COMPANY, L.P.

By: MLF Cayman GP, Ltd.
Title: General Partner

By: MLF Capital Management, L.P.
Sole shareholder

By: MLF Holdings, LLC
General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

MLF CAYMAN GP, LTD.

By: MLF Capital Management, L.P.
Sole shareholder

By: MLF Holdings, LLC
General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

CUSIP No. 505336 10 7

13D

Page 17 of 17 Pages

MLF CAPITAL MANAGEMENT, L.P.

By: MLF Holdings, LLC
General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member

MLF HOLDINGS, LLC

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member