

LA-Z-BOY INC
Form 4
June 17, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Mueller Margaret L

(Last) (First) (Middle)
ONE LA-Z-BOY DRIVE
(Street)
MONROE, MI 48162

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LA-Z-BOY INC [LZB]

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Shares | 06/15/2015 | | A | | 325 A \$ 0 | 12,667 | D |
| Common Shares | 06/15/2015 | | A | | 824 A \$ 0 | 13,491 | D |
| Common Shares | 06/15/2015 | | M | | 5,326 A \$ 0 | 18,817 | D |
| Common Shares | 06/15/2015 | | D | | 5,326 D \$ 26.69 | 13,491 | D |
| Common Shares | | | | | | 294 ⁽¹⁾ | I by 401(k) |

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|---------------------------|---------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units ⁽²⁾ | \$ 0 | 06/15/2015 | | A | 2,380 | | | <u>(3)</u> | <u>(3)</u> | Common Shares |
| Restricted Stock Units ⁽²⁾ | \$ 26.69 | 06/15/2015 | | M | | 5,326 | | <u>(3)</u> | <u>(3)</u> | Common Shares |
| Stock Option (right to buy) | \$ 26.69 | 06/15/2015 | | A | 11,146 | | | 06/15/2016 ⁽⁴⁾ | 06/15/2025 ⁽⁴⁾ | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mueller Margaret L ONE LA-Z-BOY DRIVE MONROE, MI 48162 | | | Chief Accounting Officer | |

Signatures

James P. Klarr, Attorney
in fact

06/17/2015

Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reporting person received a return of excess contribution to her 401(k) plan, requiring disposal by the plan trustee of 2 shares.

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- (2) Restricted stock units payable in cash.
- (3) These restricted stock units were granted and settled under the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan upon approval by the Compensation Committee following the performance cycle ending in April 2015.
- (4) 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.

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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