

DARROW KURT L  
Form 4  
March 04, 2019

**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 \*  
DARROW KURT 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)  
02/28/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	02/28/2019		M		37,060 A \$ 19.06	540,642	D
Common Shares	02/28/2019		S		37,060 D \$ 34.473 (2)	503,582	D
Common Shares	03/01/2019		M		57,520 A \$ 19.06	561,102	D
Common Shares	03/01/2019		M		42,480 A \$ 23.63	603,582	D
Common Shares	03/01/2019		S		100,000 D \$ 34.3868 (3)	503,582	D

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Common Shares	03/04/2019		M		66,372	A	\$ 23.63	569,954	D	
Common Shares	03/04/2019		S		66,372	D	\$ 34.0334 (4)	503,582	D	
Common Shares	12/19/2018		G	V	2,370	D	\$ 0	501,212	D	
Common Shares	12/19/2018		G	V	1,975	D	\$ 0	29,025	I	By Charitable Lead Trust (5)
Common Shares								2,753	I	By 401k

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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 19.06	02/28/2019		M	37,060	06/17/2014 <sup>(1)</sup>	06/17/2023	Common Shares	37,060
Employee stock option (right to buy)	\$ 19.06	03/01/2019		M	57,520	06/17/2014 <sup>(1)</sup>	06/17/2023	Common Shares	57,520
Employee stock option	\$ 23.63	03/01/2019		M	42,480	06/16/2015 <sup>(1)</sup>	06/15/2024	Common Shares	42,480

(right to buy)

Employee stock option

\$ 23.63	03/04/2019	M	66,372	06/16/2015 <sup>(1)</sup>	06/16/2024	Common Shares	66,3
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARROW KURT L ONE LA-Z-BOY DRIVE MONROE, MI 48162	X		Chairman, President & CEO	

## Signatures

Katherine Eade, Attorney  
in fact

03/04/2019

\_\_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) 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.405 to \$34.56, inclusive. The reporting person undertakes to provide 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 footnotes 2, 3 and 4 to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.21 to \$34.85, inclusive.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.77 to \$34.60, inclusive.
- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.