

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person <u>Edwards Darrell Dewain</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 and COO</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/09/2020</u>			
<u>ONE LA-Z-BOY DRIVE</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)		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	
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	11/09/2020		M <sup>(1)</sup>		8,390	A	\$27.25	59,324	D	
Common Shares	11/09/2020		S <sup>(1)</sup>		8,390	D	\$37.1228 <sup>(2)</sup>	50,934	D	
Common Shares	11/09/2020		M <sup>(1)</sup>		7,035	A	\$25.99	57,969	D	
Common Shares	11/09/2020		S <sup>(1)</sup>		7,035	D	\$37.146 <sup>(2)</sup>	50,934	D	
Common Shares	11/09/2020		M <sup>(1)</sup>		7,515	A	\$26.69	58,449	D	
Common Shares	11/09/2020		S <sup>(1)</sup>		7,515	D	\$37.1406 <sup>(2)</sup>	50,934	D	
Common Shares	11/09/2020		M <sup>(1)</sup>		7,849	A	\$23.63	58,783	D	
Common Shares	11/09/2020		S <sup>(1)</sup>		7,849	D	\$37.1341 <sup>(2)</sup>	50,934	D	
Common Shares	11/11/2020		M <sup>(1)</sup>		22,705	A	\$27.25	73,639	D	
Common Shares	11/11/2020		S <sup>(1)</sup>		22,705	D	\$37	50,934	D	
Common Shares	11/11/2020		M <sup>(1)</sup>		19,561	A	\$25.99	70,495	D	
Common Shares	11/11/2020		S <sup>(1)</sup>		19,561	D	\$37	50,934	D	
Common Shares	11/11/2020		M <sup>(1)</sup>		12,970	A	\$26.69	63,904	D	
Common Shares	11/11/2020		S <sup>(1)</sup>		12,970	D	\$37	50,934	D	
Common Shares	11/11/2020		M <sup>(1)</sup>		10,094	A	\$23.63	61,028	D	
Common Shares	11/11/2020		S <sup>(1)</sup>		10,094	D	\$37	50,934	D	
Common Shares								219	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						Title
Stock Options (right to buy)	\$27.25	11/09/2020		M <sup>(1)</sup>			8,390	06/19/2018 <sup>(3)</sup>	06/19/2027	Common Shares	8,390	\$0	33,073	D	
Stock Options (right to buy)	\$25.99	11/09/2020		M <sup>(1)</sup>			7,035	06/20/2017 <sup>(3)</sup>	06/20/2026	Common Shares	7,035	\$0	19,561	D	
Stock Options (right to buy)	\$26.69	11/09/2020		M <sup>(1)</sup>			7,515	06/15/2016 <sup>(3)</sup>	06/15/2025	Common Shares	7,515	\$0	12,970	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	Amount or Number of Shares				
Stock Options (right to buy)	\$23.63	11/09/2020		M <sup>(1)</sup>			7,849	06/16/2015 <sup>(3)</sup>	06/16/2024	Common Shares	7,849	\$0	10,094	D	
Stock Options (right to buy)	\$27.25	11/11/2020		M <sup>(1)</sup>			22,705	06/19/2018 <sup>(3)</sup>	06/19/2027	Common Shares	22,705	\$0	10,368	D	
Stock Options (right to buy)	\$25.99	11/11/2020		M <sup>(1)</sup>			19,561	06/20/2017 <sup>(3)</sup>	06/20/2026	Common Shares	19,561	\$0	0	D	
Stock Options (right to buy)	\$26.69	11/11/2020		M <sup>(1)</sup>			12,970	06/15/2016 <sup>(3)</sup>	06/15/2025	Common Shares	12,970	\$0	0	D	
Stock Options (right to buy)	\$23.63	11/11/2020		M <sup>(1)</sup>			10,094	06/16/2015 <sup>(3)</sup>	06/16/2024	Common Shares	10,094	\$0	0	D	

**Explanation of Responses:**

- The option exercise or sale reported on this line of this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 25, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.00 to \$37.89, 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 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.

**Remarks:**

Uzma Ahmad, Attorney-in-fact 11/12/2020

\*\* 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.**