

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K
ANNUAL REPORT

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
For the fiscal year ended December 31, 1997

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934
For the transition period from _____ to _____

Commission file number 33-31502

A. Full title of the plan and the address of the plan, if different from that of
the issuer named below:

LA-Z-BOY CHAIR COMPANY MATCHED
RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of
its principal executive office:

LA-Z-BOY INCORPORATED
1284 North Telegraph Road
Monroe, Michigan 48162
Telephone (313) 242-1444

This report contains 17 pages.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the
trustees (or other persons who administer the employee benefit plan) have duly
caused this annual report to be signed on its behalf by the undersigned hereunto
duly authorized.

LA-Z-BOY CHAIR COMPANY MATCHED
RETIREMENT SAVINGS PLAN

By La-Z-Boy Incorporated,
Plan Administrator

Date: June 26, 1998

By _____

Gene M. Hardy
Secretary and Treasurer

La-Z-Boy Chair Company
Matched Retirement Savings Plan
Financial Statements and
Additional Information
December 31, 1997 and 1996

La-Z-Boy Chair Company
Matched Retirement Savings Plan

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* Other schedules required by Section 2520.103-10 of Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

Report of Independent Accountants

June 19, 1998

To the Participants and Administrator
of the La-Z-Boy Chair Company
Matched Retirement Savings Plan

In our opinion, the financial statements listed in the accompanying index present fairly, in all material respects, the net assets available for benefits of the La-Z-Boy Chair Company Matched Retirement Savings Plan at December 31, 1997 and 1996, and the changes in net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles. These financial statements are the responsibility of the plan's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The additional information included in Schedules I, II and III is presented for purposes of additional analysis and is not a required part of the basic financial statements but is additional information required by ERISA. The Fund Information in the statement of net assets available for benefits and the statement of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. Schedules I, II and III and the Fund Information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

La-Z-Boy Chair Company
Matched Retirement Savings Plan

Statement of Net Assets Available for Benefits, with Fund Information

December 31, 1997

The accompanying notes are an integral part of these financial statements.

La-Z-Boy Chair Company
Matched Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits, with Fund Information

	December 31, 1997							
	Bond Fund	Balanced Fund	Equity Fund	Growth Fund	Loan Fund	Fixed Income Fund	Company Stock Fund	Total
Additions								
Net appreciation in fair value of investments	\$ 454,077	\$ 632,119	\$ 1,529,131	-	-	\$ 13,433	\$ 7,833,184	\$10,461,944
Interest and dividends	380	592,792	657,274	\$ 596,945	\$ 309,595	4	484,603	2,641,593
	454,457	1,224,911	2,186,405	596,945	309,595	13,437	8,317,787	13,103,537
Contributions								
Employer	1,324,881	1,024,047	1,233,020	895,460	-	151,248	3,438,295	8,066,951
Rollovers	54,666	24,591	45,237	41,077	-	42,425	13,702	222,058
Loan setups	-	-	-	-	1,965,850	-	-	1,965,850
Total contributions	1,379,547	1,048,998	1,278,257	936,537	1,965,850	193,673	3,451,997	10,254,859
Total additions	1,834,004	2,273,909	3,464,662	1,533,482	2,275,445	207,110	11,769,784	23,358,396
Deductions								
Net depreciation in fair value of investments	-	-	-	256,619	-	-	-	256,619
Benefit payments	660,719	529,457	484,884	299,624	-	35,218	1,588,644	3,598,546
Loan disbursements	-	-	-	-	2,166,275	-	-	2,166,275
Administrative fees	-	-	-	-	-	-	49,608	49,608
Total deductions	660,719	529,457	484,884	556,243	2,166,275	35,218	1,638,252	6,071,048
Net increase prior to interfund transfers	1,173,285	1,744,452	2,979,778	977,239	109,170	171,892	10,131,532	17,287,348
Interfund transfers	(246,657)	88,470	209,687	(103,977)	1,545,382	29,898	(1,522,803)	-
Increase in net assets available for benefits	926,628	1,832,922	3,189,465	873,262	1,654,552	201,790	8,608,729	17,287,348
Net assets available for benefits								
Beginning of year	7,420,198	5,881,828	6,299,804	4,345,488	3,017,339	178,657	16,774,839	43,918,153
End of year	\$ 8,346,826	\$ 7,714,750	\$ 9,489,269	\$ 5,218,750	\$ 4,671,891	\$ 380,447	\$25,383,568	\$61,205,501

The accompanying notes are an integral part of these financial statements.

	December 31, 1996							
	Bond Fund	Balanced Fund	Equity Fund	Growth Fund	Loan Fund	Fixed Income Fund	Company Stock Fund	Total
Additions								
Net appreciation in fair value of investments	\$ 260,214	\$ 562,468	\$ 959,795	\$ 618,700	-	\$ 7,121	-	\$ 2,408,298
Interest and dividends	299	152,428	107,776	159	\$ 219,500	7	\$ 403,543	883,712
	260,513	714,896	1,067,571	618,859	219,500	7,128	403,543	3,292,010
Contributions								
Employer	1,329,158	941,937	1,001,894	797,175	-	100,169	3,514,391	7,684,724
Rollovers	22,503	18,470	33,419	13,079	-	3,850	15,541	106,862
Loan setups	-	-	-	-	2,251,056	-	-	2,251,056
Total contributions	1,351,661	960,407	1,035,313	810,254	2,251,056	104,019	3,529,932	10,042,642
Total additions	1,612,174	1,675,303	2,102,884	1,429,113	2,470,556	111,147	3,933,475	13,334,652

Deductions									
Net depreciation in fair value of investments	-	-	-	-	-	-	717,191	717,191	
Net loss from sales of investments	-	-	-	-	-	-	2,133	2,133	
Benefit payments	617,101	353,362	302,151	231,473	-	7,630	1,111,114	2,622,831	
Loan disbursements	-	-	-	-	2,418,685	-	-	2,418,685	
Administrative fees	-	-	-	-	-	-	36,498	36,498	
	-----	-----	-----	-----	-----	-----	-----	-----	
Total deductions	617,101	353,362	302,151	231,473	2,418,685	7,630	1,866,936	5,797,338	
	-----	-----	-----	-----	-----	-----	-----	-----	
Net increase prior to interfund transfers	995,073	1,321,941	1,800,733	1,197,640	51,871	103,517	2,066,539	7,537,314	
Interfund transfers	(177,481)	(96,501)	139,392	73,765	889,480	(127,527)	(701,128)	-	
	-----	-----	-----	-----	-----	-----	-----	-----	
Increase (decrease) in net assets available for benefits	817,592	1,225,440	1,940,125	1,271,405	941,351	(24,010)	1,365,411	7,537,314	
Net assets available for benefits									
Beginning of year	6,602,606	4,656,388	4,359,679	3,074,083	2,075,988	202,667	15,409,428	36,380,839	
	-----	-----	-----	-----	-----	-----	-----	-----	
End of year	\$ 7,420,198	\$ 5,881,828	\$ 6,299,804	\$ 4,345,488	\$ 3,017,339	\$ 178,657	\$16,774,839	\$43,918,153	
	=====	=====	=====	=====	=====	=====	=====	=====	

The accompanying notes are an integral part of these financial statements.

La-Z-Boy Chair Company
Matched Retirement Savings Plan

Notes to Financial Statements

1. Description of the Plan

The following description of the La-Z-Boy Chair Company Matched Retirement Savings Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

La-Z-Boy Incorporated (the Company) sponsors the Plan, which is a defined contribution plan covering eligible employees. The Plan is administered by a Central Board of Administration (the Board) appointed by the Board of Directors of the Company. The Company has appointed Key Trust Company of Ohio, N.A. (Trustee), as the Plan's trustee. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participation

Employees who have completed 1,000 hours of service in a six month period and have attained age twenty-one are eligible to become participants as of January 1 or July 1 following their qualification, with the exception of employees at England/Corsair and La-Z-Boy Logistics, Inc.

Vesting

Participants are always fully vested in their own deferral accounts and become fully vested in the Company's matching contribution accounts after five years of service.

Contributions

Contributions to the Plan consist of the following:

- compensation deferral contributions authorized by the participant equal to the lesser of fifteen percent of eligible compensation for participants who are not participants in the Company's Profit Sharing Plan or seven percent for those participants who are also in the Profit Sharing Plan.
- an employer matching contribution equal to fifty percent of the participant's compensation deferral contribution, to a maximum of two percent of the participant's eligible compensation during the plan year. Beginning on January 1, 1996, Plan participants who do not participate in the La-Z-Boy Chair Company "Profit Sharing Plan", another Company sponsored benefit plan, are entitled to an additional contribution equal to a percentage of the amount for which the participants employer matching contribution exceeds between 2% and 3% of the participants' compensation during the Plan year.

1. Description of the Plan (continued)

Contributions (continued)

- any forfeiture restoration amount; and
- participants have the ability, under certain circumstances, to contribute amounts received as distributions from pension benefit plans or "rollovers" from selected individual retirement arrangements.

However, total contributions shall not exceed the lesser of:

- fifteen percent of the aggregate compensation of the participants in the plan year; or

b. the aggregate individual participant limitations set forth under Section 415 of the Internal Revenue Service Code (IRS Code).

Included in employer contributions for 1997 and 1996 are participant compensation deferrals of \$6,440,189 and \$6,139,984, respectively. The Company's matching contribution for 1997 and 1996 included \$1,626,762 and \$1,544,740 in noncash contributions, respectively. The noncash contributions consisted entirely of shares of La-Z-Boy Incorporated common stock.

The forfeited, nonvested portion of a terminated participant's account may be used to reduce the Company's matching contribution. During 1997 and 1996, \$123,479 and \$52,474, respectively, of employer matching contributions were forfeited by terminated employees before those amounts became vested. Such forfeited amounts were used to reduce employer contributions.

Plan Benefits

Participants having five years of service under the Plan are entitled to the full value of their accounts beginning at normal retirement age (sixty-five). Participants with at least ten years of participation are eligible for early retirement at age fifty-five. The value of a retiree's accounts will normally be paid within sixty days after the end of the month in which he or she retires.

If a participant's total vested account balance is below \$3,500, the benefit payment will be made in the form of a lump sum cash payment. If the total vested account balance exceeds \$3,500, the participant may elect to receive the portion of their account which is invested in the Company Stock Fund in cash or in La-Z-Boy Incorporated common stock. The remainder of the account balance is paid in the form of a lump sum cash payment.

1. Description of the Plan (continued)

Death Benefits

Upon the death of a participant, the value of his or her account becomes fully vested. As soon as administratively feasible after the end of the plan year following the death, the value of the participant's account will be paid to any beneficiary designated by the participant or as stipulated in the Plan.

Disability Benefits

Participants who become totally and permanently disabled are eligible for disability retirement benefits. The participant shall have the value of his or her account fully vested and payable in the same manner as normal retirement benefits.

Hardship or Financial Need

Upon application by the participant, the Board may direct distribution of such participant's funds to alleviate extreme hardship. In no event shall the amount exceed eighty percent of the participant's contribution. The distribution shall be subject to personal income and excise taxes.

A participant may also apply to borrow an amount not less than \$1,000 or more than \$50,000 or fifty percent of the participant's vested account balance from the Plan. Interest rates on any loans granted are determined by the Board.

Plan Termination Priorities

In the event that the Plan is terminated, all amounts previously allocated to the participants shall be fully vested subject only to any charge or lien which may then or thereafter exist and be due the Trustee. Termination of the Plan shall not operate to accelerate payments or distributions hereunder. After all of the assets of the Plan have been distributed, the Plan shall terminate.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accounts of the Plan are maintained on the accrual basis of accounting in accordance with generally accepted accounting principles.

Expenses of the Plan

Investment advisory and management fees are paid by the Plan. All other Plan expenses and professional fees are paid by the Company.

2. Summary of Significant Accounting Policies (continued)

Investments

Investments in securities traded on a national securities exchange are valued based on published quotations on the last business day of the plan year. Securities not so traded are valued at the latest available and appropriate bid price on that date. Fund investments are valued based on the market value of the underlying investments as of the last business day of the year. Participant loans receivable are valued at cost which approximates fair value.

Realized gains and losses on investment transactions are recorded as the difference between proceeds received and carrying value. Net unrealized appreciation or depreciation in the fair market value of investments is recorded as the change in carrying value of the investment portfolio from the beginning of the year or date of purchase to the end of the year.

Reclassification

Certain amounts in the prior year have been reclassified to conform with the current year's presentation.

Allocation of Assets

A participant's salary deferral contributions are allocated to the individual's account each pay period. The Company's matching contributions are

allocated to each participant's account monthly. Changes in the fair market value of assets, investment income and gains and losses on the disposition of assets are allocated to participants' accounts on a daily basis in proportion to their account balance.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits at the date of the financial statements and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

3. Investment Options

The Plan provides participants with six investment options as follows:

Bond Fund - funds are invested in shares of a registered investment company that invests in U.S. Treasury bonds and securities of various U.S. government agencies.

Balanced Fund - funds are invested in shares of a registered investment company that invests in corporate stocks and bonds, real estate and mutual funds.

3. Investment Options (continued)

Equity Fund - funds are invested in shares of a registered investment company that invests mainly in common stocks that are expected to reflect the Standard and Poor's 500 Composite Index overall performance. This fund also invests in futures contracts, which are derivative financial instruments.

Growth Fund - funds are invested in shares of a registered investment company that invests mainly in common stocks that are believed by the fund manager to have future returns greater than the overall market.

Fixed Income Fund - funds are invested in shares of a registered investment company that invests in money market accounts, short-term certificates of deposit, U.S. government bonds and corporate notes.

Company Stock Fund - funds are invested in the Company's common stock.

Allocations to the funds are made in five percent increments. Participants may change the allocation of contributions among the investment options and transfer amounts between investment options every ninety days. The Company's matching contribution is invested in La-Z-Boy Incorporated common stock.

During 1997, the Victory Financial Reserves Fund changed its name to the Prism Reserve Fund.

4. Investments

Investments in the Company Stock Fund consist of 587,068 and 567,733 shares of La-Z-Boy Incorporated common stock at December 31, 1997 and 1996, respectively. Shares for this fund are purchased on the open market or from the Company's treasury shares at fair market value. At December 31, 1997 and 1996, investments in the Victory Reserve Fund, Victory Financial Reserves Fund, Victory Balanced Fund, Victory Stock Index Fund and Victory Special Growth Fund were made in common/collective funds offered by the Trustee.

5. Tax Status of the Plan

The Internal Revenue Service has determined and informed the Company by a letter dated July 6, 1995, that the Plan and related trust are designed in accordance with applicable sections of the IRS Code. The Plan has been amended since receiving the determination letter. However, the Plan's administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with applicable requirements of the IRS Code.

6. Plan Amendments

During 1997, the Plan was amended to provide the following:

*Employees of La-Z-Boy Properties, Inc., a division of the Company, became eligible to participate in the Plan during the year.

*Certain employees of La-Z-Boy Logistics, Inc., a division of the Company, became eligible to participate in the Plan beginning January 1, 1998.

*Plan participants who are not eligible for participation in the Profit Sharing Plan were retroactively provided additional employer contributions.

Identity of Issuer	Description of Investment	Cost	Current Value
La-Z-Boy Incorporated	La-Z-Boy Incorporated common stock	\$ 16,332,035	\$ 25,317,308
Key Trust Company of Ohio, N.A.*	EB Money Market	65,702	65,702
Key Trust Company of Ohio, N.A.*	Victory Reserve Fund	7,272,619	8,345,648
Key Trust Company of Ohio, N.A.*	Victory Balanced Fund	6,391,063	7,712,455
Key Trust Company of Ohio, N.A.*	Victory Stock Index Fund	6,656,079	9,486,641
Key Trust Company of Ohio, N.A.*	Victory Special Growth Fund	4,807,858	5,216,558
Key Trust Company of Ohio, N.A.*	Victory Financial Reserve Fund	363,444	379,839
Participants	Participant Loans	-	4,656,998
		-----	-----
		\$ 41,888,800	\$ 61,181,149
		=====	=====

* Key Trust Company of Ohio, N.A., La-Z-Boy Incorporated and participants are known parties-in-interest of the Plan.

This schedule was prepared from data certified by the trustee of the Plan.

La-Z-Boy Chair Company
Matched Retirement Savings Plan

Schedule II

Line 27b - Schedule of Loans or Fixed Income Obligations
December 31, 1997

Identity and address of obligor	Original amount of loan	Amount received during reporting year including interest	Unpaid balance at end of year	Description of loan	Amount overdue including interest
Paul Carpening Box 358, Route 11 Lenoir, North Carolina 28645	\$ 2,600	\$ 987	\$ 1,681	11/27/98	\$ 438
Lee Rowly 1956 Huizen SW Grand Rapids, Michigan 49509	2,000	348	883	8/6/98	160
Steven Gordon 285 Blackburn Street Dayton, Tennessee 37321	3,000	639	2,433	11/26/99	485
Lafon Wright P.O.Box 4736 Florence, South Carolina 29501	2,600	449	2,026	7/21/00	299
Phillip Wise 13788 Jay Drive Neosho, Missouri 64856	3,300	206	3,088	10/25/01	603
Jonathon Buist P.O. Box 22 Mendon, Utah 84325	2,100	111	2,008	8/6/98	311

This schedule was prepared from data certified by Key Trust Company of Ohio, N.A., the trustee of the Plan.

La-Z-Boy Chair Company
Matched Retirement Savings Plan

Schedule III

Line 27d - Schedule of Reportable Transactions*
For the Year Ended December 31, 1997

Identity of party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
Key Trust	Victory Stock Index Fund	\$ 2,369,703	-	\$ 2,369,703	\$ 2,369,703	-
Key Trust	Victory Stock Index Fund	-	\$ 705,068	476,855	705,068	\$228,213
Key Trust	Employee Benefits Money Market Fund	2,023,387	-	2,023,387	2,023,387	-

Key Trust	Employee Benefits Money Market Fund	-	2,941,137	2,941,137	2,941,137	-
Key Trust	Victory Special Growth Fund	1,708,481	-	1,708,481	1,708,481	-
Key Trust	Victory Special Growth Fund	-	575,617	494,718	575,617	80,899
Key Trust	Prism Reserve Fund	1,590,453	-	1,590,453	1,590,453	-
Key Trust	Prism Reserve Fund	-	1,108,085	981,562	1,108,085	126,523
Key Trust	Victory Balanced Fund	2,003,156	-	2,003,156	2,003,156	-
Key Trust	Victory Balanced Fund	-	798,401	647,710	798,401	150,691
Key Trust	LZB Common Stock Fund	-	965,136	763,701	965,136	201,435

* Transactions or series of transactions in excess of 5% of the current value of the Plan's assets at December 31, 1996, as defined by section 2520.103-6 of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

This schedule was prepared from data certified by Key Trust Company of Ohio, N.A., the trustee of the Plan.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 33-31502) of La-Z-Boy Incorporated of our report dated June 19, 1998 appearing on page 5 of this Form 11-K.

/s/Price Waterhouse LLP
Price Waterhouse LLP

Toledo, Ohio
June 26, 1998