

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. 5)(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)

October 22, 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 13 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).

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

MLF Investments, LLC

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

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
2,440,403 shares (1)

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
2,440,403 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,440,403 shares (1)

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.7%

14 TYPE OF REPORTING PERSON*
00

(1) Includes (a) 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P. and (b) 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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) / /
(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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
			0 shares
	8	SHARED VOTING POWER	
			2,341,592 shares (1)
	9	SOLE DISPOSITIVE POWER	
			0 shares
	10	SHARED DISPOSITIVE POWER	
			2,341,592 shares (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			2,341,592 shares (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*		
			/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			4.6%
14	TYPE OF REPORTING PERSON*		
			PN

(1) Includes 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P.

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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)	/ /
		(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	
			2,341,592 shares (1)
	9	SOLE DISPOSITIVE POWER	
			0 shares
	10	SHARED DISPOSITIVE POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,341,592 shares (1)

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

/ /

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

4.6%

14 TYPE OF REPORTING PERSON*

CO

(1) Includes 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P.

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

MLF Partners 100, L.P.

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

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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

98,811 shares (1)

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

98,811 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,811 shares (1)

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

/ /

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

LESS THAN 1%

14 TYPE OF REPORTING PERSON*

(1) Includes 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.

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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) / /
(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 7 SOLE VOTING POWER

SHARES
BENEFICIALLY OWNED BY 0 shares

EACH 8 SHARED VOTING POWER

REPORTING 2,440,403 shares (1)

PERSON WITH 9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

2,440,403 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

2,440,403 shares (1)

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

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

4.7%

14 TYPE OF REPORTING PERSON*

PN

(1) Includes (a) 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P. and (b) 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.

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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) / / (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

2,440,403 shares (1)

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

2,440,403 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,440,403 shares (1)

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

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

4.7%

14 TYPE OF REPORTING PERSON*

00

(1) Includes (a) 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P. and (b) 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.

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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) / / (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

AF, 00

MLF Holdings, MLF Capital and Mr. Feshbach beneficially owned 2,440,403 Shares (including 1,439,600 Shares and 60,400 Shares issuable upon the exercise of options held by MLF Offshore and MLF Partners 100, respectively), constituting approximately 4.7% of the Shares outstanding, (ii) each of MLF Offshore and MLF Cayman beneficially owned 2,341,592 Shares (including 1,439,600 Shares issuable upon the exercise of options held by MLF Offshore), constituting approximately 4.6% of the Shares outstanding, and (iii) MLF Partners 100 beneficially owned 98,811 Shares (including 60,400 Shares issuable upon the exercise of options held by MLF Partners 100), constituting less than 1% of the Shares outstanding.

(b) Each of MLFI, MLF Holdings, MLF Capital, and Mr. Feshbach share the power to vote and dispose or to direct the vote and disposition of 2,440,403 Shares, or 4.7% of the Shares outstanding. Each of MLF Offshore and MLF Cayman share the power to vote and dispose or to direct the vote and disposition of 2,341,592 Shares, or 4.6% of the Shares outstanding. MLF Partners 100 shares the power to vote and dispose or to direct the vote and disposition of 98,811 Shares, less than 1% of the Shares outstanding.

(c) The table below lists the transactions effected by each of the Reporting Persons since the filing of Amendment No. 4 to the Schedule 13D. Unless otherwise noted, all transactions were effected through the open market.

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MLF OFFSHORE PORTFOLIO COMPANY, L.P.

Shares of Common Stock Disposed	Price Per Share (\$)	Date of Sale
19,471	7.6815	10/11/07
56,590	7.5787	10/12/07
30,789	7.4172	10/15/07
95,915	7.3390	10/16/07
76,541	7.3128	10/17/07
143,873	7.3003	10/18/07
23,403	7.3500	10/19/07
53,713	7.1836	10/22/07
95,916	7.1920	10/22/07

MLF PARTNERS 100, L.P.

Shares of Common Stock Disposed	Price Per Share (\$)	Date of Sale
829	7.6815	10/11/07
2,410	7.5787	10/12/07
1,311	7.4172	10/15/07
4,085	7.3390	10/16/07
3,259	7.3128	10/17/07
6,127	7.3003	10/18/07
997	7.3500	10/19/07
2,287	7.1836	10/22/07
4,084	7.1920	10/22/07

None

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MLF INVESTMENTS, LLC

None

MLF CAYMAN GP, LTD.

None

MLF CAPITAL MANAGEMENT, L.P.

None

MLF HOLDINGS, LLC

None

Item 5(e) is hereby amended and restated to read as follows:

- (e) As of October 22, 2007, the Reporting Persons ceased to be the beneficial owners of more than 5% of the Shares of the Issuer.

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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: October 23, 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

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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

MLF PARTNERS 100, L.P.

By: MLF Capital Management, L.P.
Title: General Partner

By: MLF Holdings, LLC
Title: General Partner

By: /s/ Matthew L. Feshbach

Name: Matthew L. Feshbach
Title: Managing Member