

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>Edwards Darrell Dewain</u> _____ (Last) (First) (Middle) <u>ONE LA-Z-BOY DRIVE</u> _____ (Street) <u>MONROE MI 48162</u> _____ (City) (State) (Zip)			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) _____ <p style="text-align: right;">Senior Vice President</p>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2015</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		

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	(A) or (D)	Price			
Common Shares	06/15/2015		A		703	A	\$0	14,620	D	
Common Shares	06/15/2015		A		2,193	A	\$0	16,813	D	
Common Shares	06/15/2015		M		9,031	A	\$0	25,844	D	
Common Shares	06/15/2015		D		9,031	D	\$26.69	16,813	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	Amount or Number of Shares				
Restricted Stock Units ⁽¹⁾	\$0	06/15/2015		A		4,034		(2)	(2)	Common Shares	4,034	\$0	9,031	D	
Restricted Stock Units	\$0	06/15/2015		M			9,031	(2)	(2)	Common Shares	9,031	\$0	0	D	
Stock Options (right to buy)	\$26.69	06/15/2015		A		20,485		06/15/2016 ⁽³⁾	06/15/2025 ⁽³⁾	Common Shares	20,485	\$0	20,485	D	

Explanation of Responses:

1. Restricted stock units payable in cash.
2. 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.
3. 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:

James P. Klarr, Attorney in fact 06/17/2015

** 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.

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