RICCIO LOUIS M JR

Form 4

February 26, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** RICCIO LOUIS M JR			2. Issuer Name and Ticker or Trading Symbol LA-Z-BOY INC [LZB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
ONE LA-Z-BOY DRIVE			(Month/Day/Year) 02/22/2018	Director 10% Owner _X_ Officer (give title Other (specify below) Senior VP and CFO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
MONROE, MI 48162			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit bor Dispos (Instr. 3, 4	ed of	` ′	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)
Common Shares	02/22/2018		M	10,492	A	\$ 19.06	95,342	D	
Common Shares	02/22/2018		M	19,557	A	\$ 23.63	114,899	D	
Common Shares	02/22/2018		M	14,480	A	\$ 26.69	129,379	D	
Common Shares	02/22/2018		M	9,034	A	\$ 25.99	138,413	D	
Common Shares	02/22/2018		S	53,563	D	\$ 31.7547	84,850	D	

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Common Shares	02/23/2018	M	12,347	A	\$ 19.06	97,197	D	
Common Shares	02/23/2018	S	12,347	D	\$ 31.5781 (3)	84,850	D	
Common Shares						1,484	I	by 401(k)

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 Derivativ Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)			6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Amount o Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock options (right to buy)	\$ 19.06	02/22/2018		M		10,492	06/17/2014(1)	06/17/2023	Common Shares	10,492
Stock options (right to buy)	\$ 23.63	02/22/2018		M		19,557	06/16/2015(1)	06/16/2024	Common Shares	19,55
Stock options (right to buy)	\$ 26.69	02/22/2018		M		14,480	06/15/2016(1)	06/15/2025	Common Shares	14,480
Stock options (right to buy)	\$ 25.99	02/22/2018		M		9,034	06/20/2017(1)	06/20/2026	Common Shares	9,034
Stock options (right to	\$ 19.06	02/23/2018		M		12,347	06/17/2014(1)	06/17/2023	Common Shares	12,34

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RICCIO LOUIS M JR ONE LA-Z-BOY DRIVE MONROE, MI 48162

Senior VP and CFO

Signatures

R. Rand Tucker, Attorney o2/26/2018 in fact

**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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.40 to \$32.25, 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) and (3) 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 \$31.30 to \$31.75, inclusive.

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.

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