

DARROW KURT L

Form 4

March 04, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DARROW KURT L

(Last) (First) (Middle)

ONE LA-Z-BOY DRIVE

(Street)

MONROE, MI 48162

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

LA-Z-BOY INC [LZB]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/28/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

Chairman, President &amp; CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/28/2019		M	37,060	A \$ 19.06	540,642	D
Common Shares	02/28/2019		S	37,060	D \$ 34.473 (2)	503,582	D
Common Shares	03/01/2019		M	57,520	A \$ 19.06	561,102	D
Common Shares	03/01/2019		M	42,480	A \$ 23.63	603,582	D
Common Shares	03/01/2019		S	100,000	D \$ 34.3868 (3)	503,582	D

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Common Shares	03/04/2019	M	66,372	A	\$ 23.63	569,954	D	
Common Shares	03/04/2019	S	66,372	D	\$ <u>(4)</u> 34.0334	503,582	D	
Common Shares	12/19/2018	G V	2,370	D	\$ 0	501,212	D	
Common Shares	12/19/2018	G V	1,975	D	\$ 0	29,025	I	By Charitable Lead Trust <u>(5)</u>
Common Shares						2,753	I	By 401k

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 19.06	02/28/2019		M	37,060	06/17/2014 <sup>(1)</sup> 06/17/2023	Common Shares	37,060
Employee stock option (right to buy)	\$ 19.06	03/01/2019		M	57,520	06/17/2014 <sup>(1)</sup> 06/17/2023	Common Shares	57,520
Employee stock option	\$ 23.63	03/01/2019		M	42,480	06/16/2015 <sup>(1)</sup> 06/15/2024	Common Shares	42,480

(right to  
buy)

Employee

stock

option

\$ 23.63

03/04/2019

M

66,372

06/16/2015<sup>(1)</sup>

06/16/2024

Common  
Shares

66,3

(right to

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARROW KURT L ONE LA-Z-BOY DRIVE MONROE, MI 48162		X	Chairman, President & CEO	

## Signatures

Katherine Eade, Attorney

in fact

03/04/2019

\_\_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.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.405 to \$34.56, 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, 3 and 4 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 \$34.21 to \$34.85, inclusive.

- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.77 to \$34.60, inclusive.

- (5) The reporting person is the trustee of the trust and holds a remainder interest in the trust. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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