

DARROW KURT L

Form 4

March 20, 2012

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)

1284 N. TELEGRAPH

(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)

03/16/2012

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 & 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	03/16/2012		M	61,525 A	\$ 11.45 321,604	D	
Common Shares	03/16/2012		S	61,525 D	\$ 14.883 (2) 260,079	D	
Common Shares	03/16/2012		M	69,225 A	\$ 4.37 329,304	D	
Common Shares	03/16/2012		F	38,635 D	\$ 14.83 290,669	D	
Common Shares	12/15/2011		G V	2,250 D	\$ 0 288,419	D	

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Common Shares	03/19/2012	M	26,875	A	\$ 11.45	315,294	D	
Common Shares	03/19/2012	M	11,425	A	\$ 4.37	326,719	D	
Common Shares	03/19/2012	S	38,300	D	\$ <u>(3)</u> 14.9409	288,419	D	
Common Shares						2,739	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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 11.45	03/16/2012		M	61,525	07/11/2008 ⁽¹⁾ 07/11/2012	Common Shares 61,525
Stock Option (right to buy)	\$ 4.37	03/16/2012		M	69,225	07/08/2010 ⁽¹⁾ 07/08/2014	Common Shares 69,225
Stock Option (right to buy)	\$ 11.45	03/19/2012		M	26,875	07/11/2008 ⁽¹⁾ 07/11/2012	Common Shares 26,875
Stock Option (right to buy)	\$ 4.37	03/19/2012		M	11,425	07/08/2010 ⁽¹⁾ 07/08/2014	Common Shares 11,425

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DARROW KURT L 1284 N. TELEGRAPH MONROE, MI 48162	X		Chairman, President & CEO	

Signatures

James P. Klarr, Attorney
in fact

03/20/2012

__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 were granted under the 2004 Long-Term Equity Award 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 \$14.75 to \$15.19, inclusive. The reporting person undertakes to provide to 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).

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.75 to \$15.14, inclusive.

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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