

DARROW KURT L
Form 4
March 20, 2012

FORM 4

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

OMB APPROVAL

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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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| 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>14.9409</u> (3) | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| 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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