

RICCIO LOUIS M JR
Form 4
February 26, 2018

FORM 4

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

OMB APPROVAL

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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

(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)
ONE LA-Z-BOY DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP and CFO

(Street)
MONROE, MI 48162

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(D)	Price
Common Shares	02/22/2018		M		10,492	A	\$ 19.06
Common Shares	02/22/2018		M		19,557	A	\$ 23.63
Common Shares	02/22/2018		M		14,480	A	\$ 26.69
Common Shares	02/22/2018		M		9,034	A	\$ 25.99
Common Shares	02/22/2018		S		53,563	D	\$ 31.7547
							(2)

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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	\$ <u>31.5781</u> (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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
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 19,557
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 buy)	\$ 19.06	02/23/2018		M	12,347	06/17/2014 ⁽¹⁾ 06/17/2023	Common Shares 12,347

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
in fact 02/26/2018

**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.
- (2) 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.