

Sawyer Otis S
Form 4
August 27, 2018

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 *
Sawyer Otis S

(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)

08/23/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 08/23/2018 | | M | | 9,989 | A | \$ 7.75 | 71,324 | D |
| Common Shares | 08/23/2018 | | M | | 12,226 | A | \$ 9.35 | 83,550 | D |
| Common Shares | 08/23/2018 | | M | | 19,848 | A | \$ 11.97 | 103,398 | D |
| Common Shares | 08/23/2018 | | M | | 15,046 | A | \$ 19.06 | 118,444 | D |
| Common Shares | 08/23/2018 | | M | | 17,225 | A | \$ 23.63 | 135,669 | D |

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| | | | | | | | |
|---------------|------------|---|--------|---|--------------------------|---------|---|
| Common Shares | 08/23/2018 | M | 14,472 | A | \$ 26.69 | 150,141 | D |
| Common Shares | 08/23/2018 | S | 88,806 | D | \$ <u>(2)</u> 34.6241 | 61,335 | D |

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 Option (right to buy) | \$ 7.75 | 08/23/2018 | | M | 9,989 | 07/14/2011 ⁽¹⁾ 07/14/2020 | Common Shares 9,989 |
| Stock Option (right to buy) | \$ 9.35 | 08/23/2018 | | M | 12,226 | 07/13/2012 ⁽¹⁾ 07/13/2021 | Common Shares 12,226 |
| Stock Option (right to buy) | \$ 11.97 | 08/23/2018 | | M | 19,848 | 07/11/2013 ⁽¹⁾ 07/11/2022 | Common Shares 19,848 |
| Stock Option (right to buy) | \$ 19.06 | 08/23/2018 | | M | 15,046 | 06/17/2014 ⁽¹⁾ 06/17/2023 | Common Shares 15,046 |
| Stock Option (right to buy) | \$ 23.63 | 08/23/2018 | | M | 17,225 | 06/16/2015 ⁽¹⁾ 06/16/2024 | Common Shares 17,225 |
| | \$ 26.69 | 08/23/2018 | | M | 14,472 | 06/15/2016 ⁽¹⁾ 06/15/2025 | 14,472 |

Stock
Option
(right to
buy)

Common
Shares

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sawyer Otis S ONE LA-Z-BOY DRIVE MONROE, MI 48162 | | | Senior Vice President | |

Signatures

R. Rand Tucker, Attorney
in fact

08/27/2018

__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 \$33.45 to \$35.50, 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 this footnote.
- (2)

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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