Sawyer Otis S Form 4 August 18, 2010

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

1. Title of

(Print or Type Responses)

1. Name and Address of Reporting Person * Sawyer Otis S

(Street)

2. Transaction Date 2A. Deemed

(First) (Middle)

1284 N. TELEGRAPH

MONROE, MI 48162

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer

Symbol LA-Z-BOY INC [LZB]

3. Date of Earliest Transaction

(Month/Day/Year) 08/16/2010

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify

below) 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

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

Person

4. Securities Acquired 5. Amount of

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Amount (D) Price Common 08/16/2010 F 384 D 50,157 D Shares

3.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic 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
Employee Stock Options (right to buy)	\$ 7.75	08/18/2010		J <u>(1)</u>	9,989	07/14/2011	07/14/2020	Common Shares	9,989

Reporting Owners

Reporting Owner Name / Address	**************************************						
	Director	10% Owner	Officer	Other			

Sawyer Otis S 1284 N. TELEGRAPH MONROE, MI 48162

Senior Vice President

Relationships

Signatures

James P. Klarr, Attorney 08/18/2010 in Fact

**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).

These options were granted on 7/14/2010, contingent upon shareholder approval of the La-Z-Boy Incorporated 2010 Omnibus Incentive

(1) Plan, which occurred on 8/18/2010. The options become exercisable in four equal installments beginning on the date shown in the Date Exercisable column.

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.

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