

Bacon Mark
Form 4
September 14, 2011

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 *
Bacon Mark

(Last) (First) (Middle)

1284 NORTH TELEGRAPH ROAD

(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)

09/13/2011

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 Ownership (Instr. 4)
Common Shares	09/13/2011		M	V Amount (A) or (D) Price 62,025 A \$ 4.37	100,375	D	
Common Shares	09/13/2011		F	24,500 D \$ 7.9	75,875	D	
Common Shares	09/13/2011		F	4,950 D \$ 7.88	70,925	D	
Common Shares	09/13/2011		F	3,700 D \$ 7.89	67,225	D	
Common Shares	09/13/2011		F	3,000 D \$ 7.87	64,225	D	

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Common Shares	09/13/2011	F	1,800	D	\$ 7.86	62,425	D
Common Shares	09/13/2011	F	1,300	D	\$ 7.85	61,125	D
Common Shares	09/13/2011	F	1,200	D	\$ 7.91	59,925	D
Common Shares	09/13/2011	F	1,000	D	\$ 7.94	58,925	D
Common Shares	09/13/2011	F	900	D	\$ 7.93	58,025	D
Common Shares	09/13/2011	F	800	D	\$ 7.92	57,225	D

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 4.37	09/13/2011		M		62,025		07/08/2010 ⁽¹⁾	07/08/2014	Common Shares	62,025

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Bacon Mark 1284 NORTH TELEGRAPH ROAD MONROE, MI 48162	Senior Vice President

Signatures

James P. Klarr, Attorney
in fact

09/14/2011

__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.

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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