LA-Z-BOY INC Form 4 August 28, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

Issuer

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

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

response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

JOHNSTON JAMES W

1. Name and Address of Reporting Person *

JOHNSTON JAMES W			ool Z-BOY INC [LZB]	(Che	(Check all applicable)			
(Last) (First) (Middle) 1284 N. TELEGRAPH ROAD			te of Earliest Transaction th/Day/Year) 7/2007	_X_ Director _X_ Officer (gi below)	X Director 10% Owner X Officer (give title Other (specify			
(Street) MONROE, MI 48162			Amendment, Date Original (Month/Day/Year)	Applicable Line) _X_ Form filed by	_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)	(State)	(Zip)	Γable I - Non-Derivative Securi	ties Acquired, Disposed	of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code (Instr. 3, 4 and 5)	of (D) Securities	6. 7. Nature of Ownership Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4) (I) (Instr. 4)			
Common Shares				474,504 <u>(1)</u>	I by spouse			
Common Shares				479,760	I by family limited partnership			
Common Shares	08/27/2007		M 2,000 A \$	2.1625 492,190	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (I
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 2.1625	08/27/2007		M		2,000	08/15/2007	09/14/2007	Common Shares	2,000	3

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	Director	10% Owner	Officer	Other			
JOHNSTON JAMES W 1284 N. TELEGRAPH ROAD MONROE, MI 48162	X		Chairman of the Board				

Signatures

James P. Klarr, Attorney-in-Fact for James W. Johnston 08/28/2007

**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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for for purposes of Section 16 or for any other purpose.

Remarks:

Exhibit List - Exhibit 24, Power of Attorney

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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