

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-10**
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REPORTING OWNER

KINCAID STEVEN M

CIK: **1270078**

Type: **4** | Act: **34** | File No.: **001-09656** | Film No.: **04971672**

Mailing Address

*1284 N TELEGRAPH RD
MONROE MI 48162*

ISSUER

LA-Z-BOY INC

CIK: **57131** | IRS No.: **380751137** | State of Incorporation: **MI** | Fiscal Year End: **0430**
SIC: **2510** Household furniture

Mailing Address

*1284 N TELEGRAPH RD
MONROE MI 48162*

Business Address

*1284 N TELEGRAPH RD
MONROE MI 48162
7342414414*

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person KINCAID STEVEN M			2. Issuer Name and Ticker or Trading Symbol LA-Z-BOY INC [LZB]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2004			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
1284 N. TELEGRAPH ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) MONROE, MI 48162								
(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	(A) or (D)	Price			
Common Shares	08/10/2004		A		4,000	A	\$ 0	35,987 ⁽¹⁾	D	
Common Shares								1,712 ⁽²⁾	I	by Daughter
Common Shares								3	I	By ESOP
Common Shares								7,748	I	By 401(k)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$16.66	08/10/2004		J	(3)	14,400		08/10/2005	08/10/2009	Common Shares	14,400	\$16.66	14,400	D	

Explanation of Responses:

1. Includes 223 shares acquired through La-Z-Boy's Dividend Reinvestment Plan.

2. Includes 18 shares acquired through La-Z-Boy's Dividend Reinvestment Plan
3. These were granted under the 2004 Long-Term Equity Award Plan

Signatures

James P. Klarr, Attorney-in-Fact for Steven M. Kincaid

** Signature of Reporting Person

08/12/2004

Date

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

* 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).

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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