

DIXIE GROUP INC

Form 4

August 17, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURREY JOHN W III

(Last) (First) (Middle)

P.O. BOX 796

(Street)

ST. PAUL, VA 24283

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DIXIE GROUP INC [DXYN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$3 par value	08/16/2005		M	7,500 A \$ 5.75	23,950	D	
Common Stock, \$3 par value	08/16/2005		S	100 D \$ 16.4	23,850	D	
Common Stock, \$3 par value	08/16/2005		S	100 D \$ 16.41	23,750	D	
Common Stock, \$3 par value	08/16/2005		S	99 D \$ 16.21	23,651	D	

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Common Stock, \$3 par value	08/16/2005	S	308	D	\$ 16.2	23,343	D	
Common Stock, \$3 par value	08/16/2005	S	100	D	\$ 16.25	23,243	D	
Common Stock, \$3 par value	08/16/2005	S	50	D	\$ 16.06	23,193	D	
Common Stock, \$3 par value	08/16/2005	S	100	D	\$ 16.19	23,093	D	
Common Stock, \$3 par value	08/16/2005	S	100	D	\$ 16.18	22,993	D	
Common Stock, \$3 par value	08/16/2005	S	540	D	\$ 16.04	22,453	D	
Common Stock, \$3 par value	08/16/2005	S	45	D	\$ 16.15	22,408	D	
Common Stock, \$3 par value	08/16/2005	S	400	D	\$ 16.13	22,008	D	
Common Stock, \$3 par value	08/16/2005	S	15	D	\$ 16.05	21,993	D	
Common Stock, \$3 par value	08/16/2005	S	645	D	\$ 16.02	21,348	D	
Common Stock, \$3 par value	08/16/2005	S	201	D	\$ 16.03	21,147	D	
Common Stock, \$3 par value	08/16/2005	S	149	D	\$ 16.01	20,998	D	
Common Stock, \$3 par value	08/16/2005	S	3,048	D	\$ 16.0147	17,950	D	
Common Stock, \$3 par value						500	I	By Wife

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.75	08/16/2005		M		7,500		05/15/1997	11/15/2006	Common Stock, \$3 par value	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MURREY JOHN W III P.O. BOX 796 ST. PAUL, VA 24283	X

Signatures

John F. Henry, by power of attorney for John W.
Murrey III 08/17/2005

__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).

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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