

DIXIE GROUP INC

Form 144

August 12, 2005

UNITED STATES								OMB Approval	
SECURITIES AND EXCHANGE COMMISSION								OMB Number: 3235-0100	
Washington, D.C. 20549								Expires: December 31, 2006	
								Estimated average burden hours per response .. .4.47	
FORM 144									
								SEC USE ONLY	
NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1993								DOCUMENT SEQUENCE NO.	
ATTENTION: <i>Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.</i>								CUSIP NUMBER	
1 (a) NAME OF ISSUER <i>(Please type or print)</i> The Dixie Group, Inc.		(b) IRS IDENT. NO. 62-0183370		(c) S.E.C. File No. 000-02585		WORK LOCATION			
								(e) TELEPHONE NO.	
1 (d) ADDRESS OF ISSUER		STREET		CITY		STATE		ZIP CODE	AREA CODE
345 Nowlin Lane, Suite B, Hangar 10				Chattanooga		TN		37421	423
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) IRS IDENT. NO.		(c) RELATIONSHIP TO ISSUER		(d) ADDRESS STREET		CITY	STATE
Daniel K. Frierson		410-64-9500		Chairman & CEO		111 East and West Road		Lookout Mountain, TN	
								37350	
INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.									

3 (a)	(b)					SEC USE ONLY	(c)	(d)	(e)	(f)	(g)	
Title of the Class of Securities To Be Sold	Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities				Broker-Dealer File Number		Number of Shares or Other Units To Be Sold (See instr.3(c))	Aggregate Market Value (See instr.3(d))	Number of Shares or Other Units Outstanding (See instr. 3(e))	Approximate Date of Sale (See instr. 3(f)) (MO. DAY Yr.)	Name of Each Security Exchange (See instr. 3(g))	
Common	Raymond James & Associates, Inc. 880 Carillon Parkway St. Petersburg, Florida 33716						80,000	\$1,352,000	11,784,401	08/12/05	NASDAQ	
INSTRUCTIONS:												
1.	(a)	Name of issuer				3.	(a)	Title of the class of securities to be sold				
	(b)	Issuer's I.R.S. Identification Number					(b)	Name and address of each broker through whom the securities are intended to be sold				
	(c)	Issuer's S.E.C. file number, if any					(c)	Number of shares or other units to be sold (if debt securities, give the aggregate face amount)				
	(d)	Issuer's address, including zip code					(d)	Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice				
	(e)	Issuer's telephone number, including area code					(e)	Number of shares or other units of the class outstanding, or if debt securities, the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer				
2.	(a)	Name of person for whose account the securities are to be sold					(f)	Approximate date on which the securities are to be sold				

(b)	Such person's I.R.S. identification number, if such person is an entity	(g)	Name of each securities exchange, if any, on which the securities are intended to be sold
(c)	Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)		
(d)	Such person's address, including zip code	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 control number. SEC 1147 (01-04)	

TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of Class	Date you Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired (If gift, also give date donor acquired)	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	08/12/05	Employee Stock Options	Issuer	80,000	08/12/05	Brokered cashless option exercise
INSTRUCTIONS:		If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in				

	installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.			
TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS				
Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.				
Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
No shares sold in the past 3 months				
REMARKS:				
INSTRUCTIONS: See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.		ATTENTION: <i>The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.</i>		
8/12/05		/s/ DANIEL K.		
Date of Notice		FRIERSON (Signature)		
The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.				
ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)				

SEC 1147 (01-04)