

DIXIE GROUP INC
Form 4
March 06, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
FRIERSON DANIEL K

(Last) (First) (Middle)

104 NOWLIN LANE, SUITE 101

(Street)

CHATTANOOGA, TN 37421

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2007

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)

Chairman of the Board & CEO

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock, \$3 par value | 03/02/2007 | | A | | 621 ⁽¹⁾ | A | \$ 0 26,535 D |
| Common Stock, \$3 par value | 03/02/2007 | | D | | 7,754 ⁽²⁾ | D | \$ 0 18,781 D |
| Common Stock, \$3 par value | 03/02/2007 | | A | | 425 ⁽³⁾ | A | \$ 7.66 19,206 D |
| Common Stock, \$3 | 03/02/2007 | | D | | 1,240 ⁽⁴⁾ | D | \$ 13.3 17,966 D |

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| | | | | | | | | |
|-------------------------------------|------------|---|------------------------------|---|----------|---------|---|----------|
| par value | | | | | | | | |
| Common Stock, \$3 par value | 03/02/2007 | A | <u>5,000</u> ⁽⁵⁾ | A | \$ 4.78 | 22,966 | D | |
| Common Stock, \$3 par value | 03/02/2007 | J | <u>1,796</u> ⁽⁶⁾ | D | \$ 13.3 | 21,170 | D | |
| Common Stock, \$3 par value | 03/02/2007 | S | <u>1,092</u> ⁽⁷⁾ | D | \$ 13.22 | 20,078 | D | |
| Common Stock, \$3 par value | 03/02/2007 | S | <u>1,673</u> ⁽⁷⁾ | D | \$ 13.03 | 18,405 | D | |
| Common Stock, \$3 par value | 03/02/2007 | A | <u>20,000</u> ⁽⁵⁾ | A | \$ 6.96 | 38,405 | D | |
| Common Stock, \$3 par value | 03/02/2007 | J | <u>10,466</u> ⁽⁶⁾ | D | \$ 13.3 | 27,939 | D | |
| Class B Common Stock, \$3 par value | 03/02/2007 | A | <u>20,355</u> ⁽¹⁾ | A | \$ 0 | 461,421 | D | |
| Class B Common Stock, \$3 par value | 03/02/2007 | A | <u>7,754</u> ⁽²⁾ | A | \$ 0 | 469,175 | D | |
| Class B Common Stock, \$3 par value | 03/02/2007 | A | <u>13,942</u> ⁽³⁾ | A | \$ 7.66 | 483,117 | D | |
| Class B Common Stock, \$3 par value | 03/02/2007 | J | <u>7,034</u> ⁽⁴⁾ | D | \$ 13.3 | 476,083 | D | |
| Class B Common Stock, \$3 par value | 03/02/2007 | G | <u>3,200</u> ⁽⁸⁾ | D | \$ 0 | 472,883 | D | |
| Common Stock, \$3 par value | 03/02/2007 | J | <u>5,486</u> ⁽⁹⁾ | D | \$ 0 | 0 | I | By Trust |
| Class B Common | 03/02/2007 | J | <u>5,486</u> ⁽⁹⁾ | A | \$ 0 | 5,486 | I | By Trust |

Stock, \$3
par value

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIERSON DANIEL K 104 NOWLIN LANE SUITE 101 CHATTANOOGA, TN 37421 | X | X | Chairman of the Board & CEO | |

Signatures

/s/ John F. Henry, Jr., by Power of Attorney for Daniel K. Frierson
03/06/2007

__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) Represents grant of restricted stock.
- (2) Represents election to take portion of vested award of restricted stock as 7,754 shares of Class B Common Stock.
- (3)

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Represents exercise of incentive stock option and simultaneous election to take a portion of shares received as Common and Class B Common.

- (4) Represents shares surrendered in connection with exercise of incentive stock option.
- (5) Represents exercise of non-qualified stock option.
- (6) Represents surrender of shares in connection with exercise of non-qualified stock option.
- (7) Represents sale of shares.
- (8) Represents gift of Class B Common Stock.
- (9) Represents exchange of Class B Common Stock for Common Stock held by Trust.

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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