

4. Statement for Month/Year

2001

(Street)

Ooltewah, TN 37363

5. If Amendment, Date of Original (Month/Year)

2/2002

7. Individual or Joint/Group Filing

(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(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)

3. Transaction
Code
(Instr. 8)

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year
(Instr. 3 and 4)

6. Owner-
ship Form:
Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Amount

(A) or (D)

Price

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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 Instructions 4(b)(v).

Potential persons who are to respond to
the collection of information contained (Over)
in this form are not required to respond SEC 1474
unless the form displays a currently (3-99)
valid OMB control number.

**FORM 5
(continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| Conversion Exercise Date of Derivative Security | 3. Transaction Date (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 at End of Month (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|---|--|--------------------------------------|--|-----|--|--------------------|---|--|---|---|---|
| | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Stock Options

\$4.61

9/25/01

A

12,200

(1)

6/24/11

Common Stock

12,200

8,000

D

Explanation of Responses:

(1) Options vest in two equal installments of 6,100 options on 3/25/2002 and 3/25/2003.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

A. Russell Chandler

, III

By: /s/ Frank Madonia
Frank Madonia, Attorney-in-fact

**Signature of Reporting Person

2-14-02

Date

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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MILLER INDUSTRIES, INC.

Confirming Statement

This statement confirms that the undersigned authorized and designated Frank Madonia to execute and file on the undersigned's behalf the Form 5 on February 14, 2002 that the undersigned was required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's transactions in securities of Miller Industries, Inc. The undersigned acknowledges that Frank Madonia did not assume any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|--|---------------------|--------------------|
| <u>/s/ A. Russell Chandler III</u> A. Russell Chandler, III | Director | 2/19/02 |