

DIXIE GROUP INC
Form 4
June 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
RENFROE ROYCE R

(Last) (First) (Middle)
2801 PULLMAN ST
(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2005

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)
Former VP & Pres. Fabrica

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock, \$3 par value | 06/02/2005 | | M | | 7,500 | A | \$ 3.875 |
| | | | | | 42,415 | (1) | |
| Common Stock, \$3 par value | 06/02/2005 | | M | | 15,000 | A | \$ 11.85 |
| | | | | | 57,415 | (1) | |
| Common Stock, \$3 par value | 06/02/2005 | | S | | 1,500 | D | \$ 15.15 |
| | | | | | 55,915 | (1) | |
| Common Stock, \$3 | 06/02/2005 | | S | | 2,800 | D | \$ 15 |
| | | | | | 53,115 | (1) | |

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| | | | | | | | |
|-----------------------------------|------------|---|-------|---|---------------|-----------------------|---|
| par value | | | | | | | |
| Common Stock, \$3 par value | 06/02/2005 | S | 2,700 | D | \$ 15.12 | 50,415 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 1,400 | D | \$ 15.26 | 49,015 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 600 | D | \$ 15.3233 | 48,415 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 600 | D | \$ 15.3083 | 47,815 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 500 | D | \$ 15.264 | 47,315 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 500 | D | \$ 15.244 | 46,815 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 500 | D | \$ 15.01 | 46,315 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 400 | D | \$ 15.23 | 45,915 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 300 | D | \$ 15.27 | 45,615 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 200 | D | \$ 15.28 | 45,415 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/02/2005 | S | 200 | D | \$ 15.05 | 45,215 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 5,400 | D | \$ 15.15 | 39,815 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 800 | D | \$ 15.152 | 39,015 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 1,400 | D | \$ 15.18 | 37,615 ⁽¹⁾ | D |

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| | | | | | | | |
|-----------------------------|------------|---|-----|---|------------|-----------------------|---|
| Common Stock, \$3 par value | 06/03/2005 | S | 200 | D | \$ 15.195 | 37,415 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 600 | D | \$ 15.14 | 36,815 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 400 | D | \$ 15.17 | 36,415 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 500 | D | \$ 15.26 | 35,915 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 200 | D | \$ 15.25 | 35,715 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 88 | D | \$ 15.24 | 35,627 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 300 | D | \$ 15.2 | 35,327 ⁽¹⁾ | D |
| Common Stock, \$3 par value | 06/03/2005 | S | 412 | D | \$ 15.2573 | 34,915 ⁽¹⁾ | D |

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

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SEC 1474
(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 | \$ 3.875 | 06/02/2005 | | M | 7,500 | ⁽²⁾ | 06/30/2010 | Common Stock, \$3 | 7,500 |

| | | | | | | | | | |
|--|----------|------------|--|---|--------|------------|------------|-----------------------------------|-----------|
| Option (right to buy) | | | | | | | | | par value |
| Employee Stock Option (right to buy) | \$ 11.85 | 06/02/2005 | | M | 15,000 | 08/05/2004 | 08/05/2009 | Common Stock, \$3 par value | 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| RENFROE ROYCE R 2801 PULLMAN ST SANTA ANA, CA 92705 | | | | Former VP & Pres. Fabrica |

Signatures

John F. Henry, Jr., by power of attorney for Royce R.
Renfroe

06/06/2005

__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).
- (1) Includes 725 shares allocated to the Reporting Person's account under the Issuer's 401(K) plan.
- (2) The exercise date for these Stock Options was accelerated from June 30, 2005.

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