

DIXIE GROUP INC  
Form 8-K  
June 06, 2006

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant To Section 13 OR 15(d) Of The Securities Exchange Act Of 1934**

**Date of Report (Date of earliest event reported): June 6, 2006**

**THE DIXIE GROUP, INC.**

(Exact name of Registrant as specified in its charter)

Tennessee

(State or other jurisdiction of  
incorporation)

0-2585

(Commission File Number)

62-0183370

(I.R.S. Employer Identification  
No.)

345-B Nowlin Lane, Chattanooga, Tennessee

(Address of principal executive offices)

37421

(zip code)

Registrant's telephone number, including area code (423) 510-7010

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[ ]

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ]

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ]

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ]

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 6, 2006, the Company's Compensation Committee approved the Form of Restricted Stock Award to be used for awards of Restricted Shares granted in connection with the Company's 2006 Incentive Compensation Plan (the 2006 Plan). Such awards include both Career Shares and Long Term Incentive Plan Shares to be issued under the 2006 Plan, and, in the case of the holders of the Company's Class B Common Stock, authorize participants to elect to receive a portion of their Award in shares of the Company's Class B Common Stock in an amount no greater than the portion of Class B Common Stock then held by such participant. All executive officers of the Company are participants in the 2006 Plan.

**Item 9.01 Financial Statements and Exhibits.**

- |     |          |   |
|-----|----------|---|
| (c) | Exhibits |   |
|     | (10.1)   | Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock                      |
|     | 10.2     | Form of Award of Career Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock                   |
|     | 10.3     | Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding only shares of the Company's Common Stock    |
|     | 10.4     | Form of Award of Long Term Incentive Plan Shares under the 2006 Incentive Compensation Plan for Participants holding shares of the Company's Class B Common Stock |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 6, 2006

**THE DIXIE GROUP, INC.**

**By: /s/ Gary A. Harmon**

Gary A. Harmon

Chief Financial Officer

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