DIXIE GROUP INC

Form 4

March 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DIXIE GROUP INC [dxyn]

(Check all applicable)

Chairman of the Board and CEO

(Last)

par value

(First) (Middle) 3. Date of Earliest Transaction

X Director

_X__ 10% Owner __ Other (specify

104 NOWLIN LANE, SUITE 101

(Month/Day/Year) 02/28/2008

Filed(Month/Day/Year)

_X__ Officer (give title below)

(Street)

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting Person

CHATTANOOGA, TN 37421

(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)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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	(IIIsu: 3 and 4)			
Common Stock, \$3 par value	02/28/2008		F	4,300 (1)	D	\$ 8.64	13,666	D		
Common Stock, \$3 par value	02/28/2008		A	681 <u>(2)</u>	A	\$ 0	14,347	D		
Class B Common Stock, \$3	02/28/2008		A	37,118 (2)	A	\$ 0	488,751	D		

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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)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	•		Secur	ities	(Instr. 5)
	Derivative		•			Securities			(Instr	. 3 and 4)	
	Security					Acquired			`		
	Ĭ					(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
						, ,					
										Amount	
							Date	Expiration		or	
								Date		Number	
								Date		of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Director 10% Owner Officer Other

FRIERSON DANIEL K 104 NOWLIN LANE SUITE 101

X Chairman of the Board and CEO

CHATTANOOGA, TN 37421

Signatures

/s/ John F. Henry, Jr., by Power of Attorney for Daniel K.

Frierson 03/03/2008

**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 shares surrendered to Company to satisfy income tax withholding requirements with respect to vesting of an outstanding award of restricted stock.
- (2) Represents an award of restricted stock consisting of 12,778 Career Shares and 25,021 LTIP Shares. At Mr. Frierson's election, 37,327 of such shares were taken as Class B Common Stock and 472 of such shares were taken as Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

Reporting Owners 2

9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

SEC 1474

(9-02)