

DIXIE GROUP INC
Form 4
March 14, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
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)
03/12/2013

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 (A) or (D) Price		
Common Stock, \$3 par value	03/12/2013		A		22,252 ⁽¹⁾ \$ 0	D	
Common Stock, \$3 par value	03/12/2013		G		5,362 ⁽²⁾ \$ 0	D	
Common Stock, \$3 par value	03/14/2013		F		4,699 ⁽³⁾ \$ 5.42	D	
Common Stock, \$3	03/14/2013		G		638 ⁽⁴⁾ \$ 0	D	

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par value

Class B

Common Stock, \$3 par value	03/12/2013	A	<u>33,378</u> ⁽¹⁾	A	\$ 0	595,458	D
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Class B

Common Stock, \$3 par value	03/12/2013	F	<u>11,248</u> ⁽³⁾	D	\$ 5.3	584,210	D
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Class B

Common Stock, \$3 par value	03/12/2013	G	<u>7,000</u> ⁽²⁾	D	\$ 0	577,210	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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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

03/14/2013

__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).
Represents an award of restricted stock consisting of 22,400 Career Shares and 33,230 Long-Term Incentive Plan Shares. At Mr. Frierson's election, 8,960 Career Shares were taken as Common Stock and 13,440 shares were taken as Class B Common Stock. At Mr. (1) Frierson's election, 13,292 Long-Term Incentive Plan Shares were taken as Common Stock and 19,938 shares were taken as Class B Common Stock.
- (2) Represents a gift of a portion of a previously granted restricted stock award which vested on 3-12-13
- (3) Represents shares surrendered to Company to satisfy income tax withholding requirements with respect to vesting of an outstanding award of restricted stock.
- (4) Represents a gift of a portion of a previously granted restricted stock award which vested on 3-14-2013.

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.