

MILLER INDUSTRIES INC /TN/
Form 4
November 16, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BADGLEY JEFFREY I

2. Issuer Name and Ticker or Trading Symbol
MILLER INDUSTRIES INC /TN/ [MLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8503 HILLTOP DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
President and Co-CEO

OOLTEWAH, TN 37363

4. If Amendment, Date Original Filed(Month/Day/Year)

6. 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)	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				(A) or (D)	Price
Common Stock	11/13/2006		M			3,200	A	\$ 10.9375	11,200	D	
Common Stock	11/13/2006		M			8,000	A	\$ 3.05	19,200	D	
Common Stock	11/13/2006		M			50,000	A	\$ 8.31	69,200	D	
Common Stock	11/13/2006		S			44	D	\$ 22.5	69,156	D	
Common Stock	11/13/2006		S			572	D	\$ 22.6	68,584	D	

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Common Stock	11/13/2006	S	396	D	\$ 22.61	68,188	D
Common Stock	11/13/2006	S	88	D	\$ 22.65	68,100	D
Common Stock	11/13/2006	S	44	D	\$ 22.67	68,056	D
Common Stock	11/13/2006	S	88	D	\$ 22.68	67,968	D
Common Stock	11/13/2006	S	44	D	\$ 22.7	67,924	D
Common Stock	11/13/2006	S	352	D	\$ 22.73	67,572	D
Common Stock	11/13/2006	S	396	D	\$ 22.74	67,176	D
Common Stock	11/13/2006	S	1,540	D	\$ 22.75	65,636	D
Common Stock	11/13/2006	S	968	D	\$ 22.79	64,668	D
Common Stock	11/13/2006	S	3,300	D	\$ 22.8	61,368	D
Common Stock	11/13/2006	S	616	D	\$ 22.81	60,752	D
Common Stock	11/13/2006	S	440	D	\$ 22.82	60,312	D
Common Stock	11/13/2006	S	176	D	\$ 22.83	60,136	D
Common Stock	11/13/2006	S	44	D	\$ 22.84	60,092	D
Common Stock	11/13/2006	S	616	D	\$ 22.85	59,476	D
Common Stock	11/13/2006	S	440	D	\$ 22.86	59,036	D
Common Stock	11/13/2006	S	176	D	\$ 22.88	58,860	D
Common Stock	11/13/2006	S	132	D	\$ 22.9	58,728	D

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

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(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
Stock Option (right to buy)	\$ 10.9375	11/13/2006		M	3,200	<u>(1)</u>	10/26/2009	Common Stock	3,200
Stock Option (right to buy)	\$ 3.05	11/13/2006		M	8,000	<u>(2)</u>	12/07/2011	Common Stock	8,000
Stock Option (right to buy)	\$ 8.31	11/13/2006		M	50,000	<u>(3)</u>	03/26/2014	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BADGLEY JEFFREY I 8503 HILLTOP DRIVE OOLTEWAH, TN 37363	X		President and Co-CEO	

Signatures

/s/ Frank Madonia, as attorney
in fact

11/15/2006

**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) The options vested and became exercisable in 3 equal installments on 10/26/00, 10/26/01 and 10/26/02.

(2) The options vested and became exercisable in 3 equal installments on 12/7/03, 12/7/04 and 12/7/05.

(3) The options vest and become exercisable in 4 equal installments on 3/26/05, 3/26/06, 3/26/06 and 3/26/08.

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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