

DIXIE GROUP INC
Form 4
December 07, 2007

FORM 4

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

OMB APPROVAL

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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)
12/06/2007

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		
Class B Common Stock, \$3 par value	12/06/2007		G		2,200 D \$ 0 470,683	D	
Class B Common Stock, \$3 par value	12/06/2007		G		2,200 D \$ 0 468,483	D	
Class B Common Stock, \$3 par value	12/06/2007		G		2,200 D \$ 0 466,283	D	

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Class B Common Stock, \$3 par value	12/06/2007	G	2,200	D	\$ 0	464,083	D
Class B Common Stock, \$3 par value	12/06/2007	G	2,200	D	\$ 0	461,883	D
Class B Common Stock, \$3 par value	12/06/2007	G	2,200	D	\$ 0	459,683	D
Class B Common Stock, \$3 par value	12/06/2007	G	2,200	D	\$ 0	457,483	D
Class B Common Stock, \$3 para value <u>(1)</u>	12/06/2007	J	5,850	D	\$ 0	451,633	D
Common Stock, \$3 par value <u>(1)</u>	12/06/2007	J	5,850	A	\$ 0	23,816	D
Common Stock, \$3 par value	12/06/2007	G	5,850	D	\$ 0	17,966	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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
				Code	V (A) (D)		Title		

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

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

12/07/2007

__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 required conversion of Class B Common Stock to equal number of shares of Common Stock prior to gift.

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.