

Frierson Daniel K Jr
 Form 4
 March 03, 2008

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 *
 Frierson Daniel K Jr

2. Issuer Name and Ticker or Trading Symbol
 DIXIE GROUP INC [DXYN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 716 BILL MYLES DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President-Masland Residential

SARALAND, AL 36571
 (City) (State) (Zip)

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

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 or Price		
Common Stock, \$3 par value	02/28/2008		F		421 <u>(1)</u> D \$ 8.64	1,591	D
Common Stock, \$3 par value	02/28/2008		A		623 <u>(2)</u> A \$ 0	2,214	D
Class B Common Stock, \$3 par value	02/28/2008		F		401 <u>(1)</u> D \$ 8.64	46,324	D
	02/28/2008		A		A \$ 0	60,460	D

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Represents award of restricted stock consisting of 5,248 Career Shares and 9,511 PLTI Shares. Pursuant to Mr. Frierson's election, 623 of such shares are Common Stock and 14,136 of such shares are Class B 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.