

DIXIE GROUP INC
Form 4
August 16, 2005

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)

THE DIXIE GROUP, 345-B
NOWLIN LANE

(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)
08/12/2005

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 and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock, \$3 par value	08/12/2005		M		80,000	A	\$ 6.96
					118,678 ⁽¹⁾	D	
Common Stock, \$3 par value	08/12/2005		S		1,500	D	\$ 16.8
					117,178 ⁽¹⁾	D	
Common Stock, \$3 par value	08/12/2005		S		10,000	D	\$ 16.905
					107,178 ⁽¹⁾	D	
Common Stock, \$3	08/12/2005		S		6,500	D	\$ 16.9
					100,678 ⁽¹⁾	D	

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par value							
Common Stock, \$3 par value	08/12/2005	S	5,000	D	\$ 16.7624	95,678 ⁽¹⁾	D
Common Stock, \$3 par value	08/12/2005	S	8,500	D	\$ 16.9374	87,178 ⁽¹⁾	D
Common Stock, \$3 par value	08/12/2005	S	3,500	D	\$ 16.8985	83,678 ⁽¹⁾	D
Common Stock, \$3 par value	08/15/2005	S	5,500	D	\$ 16.7303	78,178 ⁽¹⁾	D
Common Stock, \$3 par value	08/15/2005	S	13,500	D	\$ 16.75	64,678 ⁽¹⁾	D
Common Stock, \$3 par value	08/12/2005	F	9,449	D	\$ 17.01	55,229 ⁽¹⁾	D
Common Stock, \$3 par value	08/12/2005	M	3,037	A	\$ 7.66	58,266 ⁽¹⁾	D
Common Stock, \$3 par value	08/12/2005	M	699	A	\$ 4.78	58,965 ⁽¹⁾	D
Common Stock, \$3 par value	08/12/2005	M	349	A	\$ 4.875	59,314 ⁽¹⁾	D
Class B Stock, \$3 par value	08/12/2005	M	40,431	A	\$ 7.66	309,241	D
Class B Stock, \$3 par value	08/12/2005	M	9,301	A	\$ 4.78	318,542	D
Class B Stock, \$3 par value	08/12/2005	M	4,651	A	\$ 4.875	323,193	D

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)

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
Employee Stock Option (right to buy)	\$ 6.96	08/12/2005		M		80,000		11/02/2002	05/02/2012	Common Stock, \$3 par value	80,000
Employee Stock Option (right to buy)	\$ 7.66	08/12/2005		M		367		11/02/2002	05/02/2007	Common Stock, \$3 par value	367
Employee Stock Option (right to buy)	\$ 7.66	08/12/2005		M		2,670		01/01/2003	05/02/2007	Common Stock, \$3 par value	2,670
Employee Stock Option (right to buy)	\$ 7.66	08/12/2005		M		11,697		01/01/2003	05/02/2007	Class B Stock, \$3 par value	11,697
Employee Stock Option (right to buy)	\$ 7.66	08/12/2005		M		14,367		01/01/2004	05/02/2007	Class B Stock, \$3 par value	14,367
Employee Stock Option (right to buy)	\$ 7.66	08/12/2005		M		14,367		01/01/2005	05/02/2007	Class B Stock, \$3 par value	14,367
Employee Stock Option (right to buy)	\$ 4.78	08/12/2005		M		699		08/12/2004	08/12/2012	Common Stock, \$3 par value	699

buy)									
Employee Stock Option (right to buy)	\$ 4.78	08/12/2005	M	4,301	08/12/2004	08/12/2012	Class B Stock, \$3 par value	4,301	
Employee Stock Option (right to buy)	\$ 4.78	08/12/2005	M	5,000	08/12/2005	08/12/2012	Class B Stock, \$3 par value	5,000	
Employee Stock Option (right to buy)	\$ 4.875	08/12/2005	M	349	08/22/1998	08/22/2006	Common Stock, \$3 par value	349	
Employee Stock Option (right to buy)	\$ 4.875	08/12/2005	M	901	08/22/1998	08/22/2006	Class B Stock, \$3 par value	901	
Employee Stock Option (right to buy)	\$ 4.875	08/12/2005	M	1,250	08/22/1999	08/22/2006	Class B Stock, \$3 par value	1,250	
Employee Stock Option (right to buy)	\$ 4.875	08/12/2005	M	1,250	08/22/2000	08/22/2006	Class B Stock, \$3 par value	1,250	
Employee Stock Option (right to buy)	\$ 4.875	08/12/2005	M	1,250	08/22/2001	08/22/2006	Class B Stock, \$3 par value	1,250	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIERSON DANIEL K THE DIXIE GROUP 345-B NOWLIN LANE CHATTANOOGA, TN 37421	X	X	Chairman of the Board and CEO	

Signatures

Steven R. Barrett, by power of attorney for Daniel K.
Frierson

08/16/2005

__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) Includes 3,567 shares allocated to the Reporting Person's account under the Issuer's 401(K) plan.

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