

FRIERSON DANIEL K  
 Form 4  
 November 21, 2018

**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**

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)  
**PO BOX 2007**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/20/2018**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board & CEO**

(Street)  
**DALTON, GA 30722**

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: Indirect Beneficial Ownership (Instr. 4) |   |                    |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------|
|                                     |                                      |  |                                | (A) or (D)  | Price   |  |  |   |                    |
| Common Stock, \$3 par value         | 11/20/2018                           |  | P                              | 10,000  | A   | \$ 1.1718  | 56,414   | D |                    |
| Class B Common Stock, \$3 par value |                                      |  |                                |   |   |  | 5,486  | I | by Self as Trustee |
| Class B Common Stock, \$3 par value |                                      |  |                                |   |   |  | 545,198  | D |                    |

Class B  
Common  
Stock, \$3  
par value

94,879      I      by Spouse

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. F                       |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title   | Amount or Number of Shares |
| Employee Stock Option (right to buy)       | \$ 5   |                                      |  |                                |   | 11/04/2011      11/04/2019                               | Common Stock, \$3 par value                                   | 50,000                     |
| Employee Stock Option (right to buy)       | \$ 4.59  |                                      |  |                                |   | 05/30/2019      05/30/2022                               | Common Stock, \$3 par value                                   | 40,000                     |

## Reporting Owners

| Reporting Owner Name / Address                       | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| FRIERSON DANIEL K<br>PO BOX 2007<br>DALTON, GA 30722 | X             |           | Chairman of the Board & CEO |       |

## Signatures

/s/ John F. Henry, Jr., by Power of Attorney for Daniel K.  
Frierson

11/21/2018

\_\_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).

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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