

HOOKER FURNITURE CORP

Form 4

April 10, 2006

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WILLIAMS DOUGLAS C**

(Last) (First) (Middle)

**C/O HOOKER FURNITURE  
CORP, P O BOX 4708**

(Street)

**MARTINSVILLE, VA 24115**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**HOOKER FURNITURE CORP  
[HOFT]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/05/2006**

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) **Chief Operating Officer**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(A)<br>or<br>(D)<br>Price                                                                                |                                                                      |                                                                   |
| Common<br>Stock                       | 04/05/2006                              |                                                             | S                                       |                                                                            | 1,500 D \$ 20                                                                                                      | 9,652 <sup>(1)</sup> <sup>(2)</sup>                                  | D                                                                 |
| Common<br>Stock                       | 04/06/2006                              |                                                             | S                                       |                                                                            | 1,500 D \$ 19.5                                                                                                    | 8,152                                                                | D                                                                 |
| Common<br>Stock                       | 04/07/2006                              |                                                             | S                                       |                                                                            | 3,500 D \$ 19.5                                                                                                    | 4,652                                                                | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            |                                                                                                                    | 15,745 <sup>(3)</sup>                                                | I By ESOP                                                         |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| WILLIAMS DOUGLAS C<br>C/O HOOKER FURNITURE CORP<br>P O BOX 4708<br>MARTINSVILLE, VA 24115 | X Chief Operating Officer        |

## Signatures

/s/ Robert W. Sherwood Attorney in Fact for Douglas C.  
Williams

04/10/2006

\_\_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) On January 31, 2000 and January 30, 2004, Hooker Furniture Corporation issued stock dividends of one share of common stock for each outstanding, resulting in the reporting person's acquisition of 8,364 shares directly.

(2) The reporting person no longer has reportable beneficial interest in 200 shares of Hooker Furniture Corporation common stock owned by his son and 200 shares of Hooker Furniture Corporation common stock owned by his daughter and included in the reporting person's prior ownership report.

(3) Since the date of the reporting person's last ownership report, the reporting person has disposed of 2,876 shares of Hooker Furniture Corporation common stock held in his ESOP pursuant to a diversification election made under the Internal Revenue Code.

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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