DIXIE GROUP INC

Form 4 June 06, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

2801 PULLMAN ST

1. Name and Address of Reporting Person * RENFROE ROYCE R

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

DIXIE GROUP INC [DXYN]

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

06/02/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Director Officer (give title __X_ Other (specify below) below)

Former VP & Pres. Fabrica

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

SANTA ANA, CA 92705

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3,	eed of 4 and (A) or	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)
Common Stock, \$3 par value	06/02/2005		Code V M	7,500	(D)	Price \$ 3.875	42,415 <u>(1)</u>	D	
Common Stock, \$3 par value	06/02/2005		M	15,000	A	\$ 11.85	57,415 <u>(1)</u>	D	
Common Stock, \$3 par value	06/02/2005		S	1,500	D	\$ 15.15	55,915 <u>(1)</u>	D	
Common Stock, \$3	06/02/2005		S	2,800	D	\$ 15	53,115 (1)	D	

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par value							
Common Stock, \$3 par value	06/02/2005	S	2,700	D	\$ 15.12	50,415 (1)	D
Common Stock, \$3 par value	06/02/2005	S	1,400	D	\$ 15.26	49,015 (1)	D
Common Stock, \$3 par value	06/02/2005	S	600	D	\$ 15.3233	48,415 (1)	D
Common Stock, \$3 par value	06/02/2005	S	600	D	\$ 15.3083	47,815 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	500	D	\$ 15.264	47,315 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	500	D	\$ 15.244	46,815 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	500	D	\$ 15.01	46,315 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	400	D	\$ 15.23	45,915 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	300	D	\$ 15.27	45,615 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	200	D	\$ 15.28	45,415 <u>(1)</u>	D
Common Stock, \$3 par value	06/02/2005	S	200	D	\$ 15.05	45,215 <u>(1)</u>	D
Common Stock, \$3 par value	06/03/2005	S	5,400	D	\$ 15.15	39,815 (1)	D
Common Stock, \$3 par value	06/03/2005	S	800	D	\$ 15.152	39,015 (1)	D
Common Stock, \$3 par value	06/03/2005	S	1,400	D	\$ 15.18	37,615 <u>(1)</u>	D

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Common Stock, \$3 par value	06/03/2005	S	200	D	\$ 15.195	37,415 <u>(1)</u>	D
Common Stock, \$3 par value	06/03/2005	S	600	D	\$ 15.14	36,815 <u>(1)</u>	D
Common Stock, \$3 par value	06/03/2005	S	400	D	\$ 15.17	36,415 <u>(1)</u>	D
Common Stock, \$3 par value	06/03/2005	S	500	D	\$ 15.26	35,915 <u>(1)</u>	D
Common Stock, \$3 par value	06/03/2005	S	200	D	\$ 15.25	35,715 <u>(1)</u>	D
Common Stock, \$3 par value	06/03/2005	S	88	D	\$ 15.24	35,627 (1)	D
Common Stock, \$3 par value	06/03/2005	S	300	D	\$ 15.2	35,327 (1)	D
Common Stock, \$3 par value	06/03/2005	S	412	D	\$ 15.2573	34,915 <u>(1)</u>	D

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	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	\$ 3.875	06/02/2005		M	7,500	(2)	06/30/2010	Common Stock, \$3	7,500	

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Option par value

(right to buy)

Employee

Stock Common

Option \$ 11.85 06/02/2005 M 15,000 08/05/2004 08/05/2009 Stock, \$3 15,000

(right to par value

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RENFROE ROYCE R 2801 PULLMAN ST SANTA ANA, CA 92705

Former VP & Pres. Fabrica

Signatures

John F. Henry, Jr., by power of attorney for Royce R.

Renfroe 06/06/2005

**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 725 shares allocated to the Reporting Person's account under the Issuer's 401(K) plan.
- (2) The exercise date for these Stock Options was accelerated from June 30, 2005.

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.

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