

DIXIE GROUP INC

Form 4

June 06, 2005

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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

2801 PULLMAN ST

(Street)

SANTA ANA, CA 92705

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2005

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 ____X____ Other (specify
below) below)

Former VP & Pres. Fabrica

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock, \$3 par value	06/02/2005		M	7,500 A \$ 3.875	42,415 ⁽¹⁾	D	
Common Stock, \$3 par value	06/02/2005		M	15,000 A \$ 11.85	57,415 ⁽¹⁾	D	
Common Stock, \$3 par value	06/02/2005		S	1,500 D \$ 15.15	55,915 ⁽¹⁾	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 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	500	D	\$ 15.264	47,315 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	500	D	\$ 15.244	46,815 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	500	D	\$ 15.01	46,315 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	400	D	\$ 15.23	45,915 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	300	D	\$ 15.27	45,615 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	200	D	\$ 15.28	45,415 ⁽¹⁾	D
Common Stock, \$3 par value	06/02/2005	S	200	D	\$ 15.05	45,215 ⁽¹⁾	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 ⁽¹⁾	D

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Common Stock, \$3 par value	06/03/2005	S	200	D	\$ 15.195	37,415 ⁽¹⁾	D
Common Stock, \$3 par value	06/03/2005	S	600	D	\$ 15.14	36,815 ⁽¹⁾	D
Common Stock, \$3 par value	06/03/2005	S	400	D	\$ 15.17	36,415 ⁽¹⁾	D
Common Stock, \$3 par value	06/03/2005	S	500	D	\$ 15.26	35,915 ⁽¹⁾	D
Common Stock, \$3 par value	06/03/2005	S	200	D	\$ 15.25	35,715 ⁽¹⁾	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 ⁽¹⁾	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 3.875	06/02/2005		M			7,500	<u>(2)</u>	06/30/2010	Common Stock, \$3	7,500

Option (right to buy)									par value
Employee Stock Option (right to buy)	\$ 11.85	06/02/2005		M	15,000	08/05/2004	08/05/2009	Common Stock, \$3 par value	15,000

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.
Renfro

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.
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