

DIXIE GROUP INC
Form 4/A
March 09, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 PAUL K

(Last) (First) (Middle)

2208 S. HAMILTON STREET

(Street)

DALTON, GA 30721-4974

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
06/02/2006

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 (A) or (D) Price		
Common Stock, \$3 par value	05/31/2006		A		10,601 (1)	A	\$ 7.66 62,416 (2) D
Common Stock, \$3 par value	05/31/2006		A		14,367 (1)	A	\$ 7.66 76,783 (2) D
Common Stock, \$3 par value	05/31/2006		A		14,032 (1)	A	\$ 7.66 90,815 (2) D
Common Stock, \$3 par value	05/31/2006		D		4,500	D	\$ 13.7132 86,313 (2) D

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Common Stock, \$3 par value	05/31/2006	D	500	D	\$ 13.7	85,815 ⁽²⁾	D	
Common Stock, \$3 par value	05/31/2006	D	800	D	\$ 13.7	85,015 ⁽²⁾	D	
Common Stock, \$3 par value	05/31/2006	D	2,700	D	\$ 13.7	82,315 ⁽²⁾	D	
Common Stock, \$3 par value	05/31/2006	D	6,000	D	\$ 13.592	76,315 ⁽²⁾	D	
Common Stock, \$3 par value	06/01/2006	D	2,000	D	\$ 13.65	74,315 ⁽²⁾	D	
Common Stock, \$3 par value	06/01/2006	D	1,400	D	\$ 13.6516	72,915 ⁽²⁾	D	
Common Stock, \$3 par value	06/01/2006	D	2,100	D	\$ 13.7055	70,815 ⁽²⁾	D	
Common Stock, \$3 par value	06/02/2006	D	1,000	D	\$ 13.66	69,815 ⁽²⁾	D	
Common Stock, \$3 par value	06/02/2006	D	13,000	D	\$ 13.6	56,815 ⁽²⁾	D	
Common Stock, \$3 par value	06/02/2006	D	5,000	D	\$ 13.7296	51,815 ⁽²⁾	D	
Common Stock, \$3 par value						5,486	I	By Trust
Common Stock, \$3 par value						6,080	I	By Wife

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

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SEC 1474
(9-02)

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

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option/Right to Buy	\$ 7.66	05/31/2006		M	10,000	11/02/2002 05/02/2007	Common Stock, \$3 par value	10,000
Employee Stock Option/Right to Buy	\$ 7.66	05/31/2006		M	14,367	01/01/2003 05/02/2007	Common Stock, \$3 par value	14,367
Employee Stock Option/Right to Buy	\$ 7.66	05/31/2006		M	14,032	01/01/2004 05/02/2007	Common Stock, \$3 par value	14,032

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIERSON PAUL K 2208 S. HAMILTON STREET DALTON, GA 30721-4974	X			

Signatures

/s/ John F. Henry, Jr., by Power of Attorney for Paul K. Frierson 03/09/2007

_____*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) Amendment correctly reflects: (i) acquisition of securities as a result of exercise of employee stock option; and (ii) disposition of derivative securities represented by exercise of such employee stock options.
- (2) Includes 1,936 shares of Common Stock allocated to the reporting person's account under the issuer's 401-k Plan and 592 shares of Common Stock held pursuant to performance units issued as payment of one-half the annual retainer for the issuer's non-employee directors.

Remarks:

Prior report did not separately report acquisition of Common Stock as a consequence of exercise of options. With this amendr

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