

SAMSON AMY V
Form 4
March 12, 2012

FORM 4

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

OMB APPROVAL

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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 *
SAMSON AMY V

2. Issuer Name and Ticker or Trading Symbol
CROWN CRAFTS INC [CRWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 1028

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP/Chief Accounting Officer

(Street)
GONZALES, LA 70707-1028

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

(City) (State) (Zip)

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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/08/2012		M		20,000	A	\$ 3.15
Common Stock	03/08/2012		M		22,500	A	\$ 4.08
Common Stock	03/08/2012		M		25,000	A	\$ 3.58
Common Stock	03/08/2012		M		10,000	A	\$ 3.02
Common Stock	03/08/2012		F ⁽¹⁾		68,706	D	\$ 4.3

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 3.15	03/08/2012		M	20,000	<u>(2)</u> 08/25/2016	Common Stock	20,000
Non-Qualified Stock Option (Right to Buy)	\$ 4.08	03/08/2012		M	22,500	<u>(3)</u> 08/14/2017	Common Stock	22,500
Non-Qualified Stock Option (Right to Buy)	\$ 3.58	03/08/2012		M	25,000	<u>(4)</u> 06/10/2018	Common Stock	25,000
Non-Qualified Stock Option (Right to Buy)	\$ 3.02	03/08/2012		M	10,000	<u>(5)</u> 08/12/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAMSON AMY V P.O. BOX 1028 GONZALES, LA 70707-1028			VP/Chief Accounting Officer	

Signatures

Olivia Elliott on behalf of Amy V. Samson

03/12/2012

**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).

- This transaction represents the withholding of 68,706 shares of common stock to satisfy the exercise price and tax withholding obligations incurred by the Reporting Person upon the exercise of the options granted to the Reporting Person on each of August 25, 2006; August 14, 2007; June 10, 2008; and August 12, 2009.
- (1) The option was granted pursuant to Issuer's 2006 Omnibus Incentive Plan and was exercisable as follows: (a) 10,000 shares on August 25, 2007; and (b) 10,000 shares on August 25, 2008.
 - (2) The option was granted pursuant to Issuer's 2006 Omnibus Incentive Plan and was exercisable as follows: (a) 11,250 shares on August 14, 2008; and (b) 11,250 shares on August 14, 2009.
 - (3) The option was granted pursuant to Issuer's 2006 Omnibus Incentive Plan and was exercisable as follows: (a) 12,500 shares on June 10, 2009; and (b) 12,500 shares on June 10, 2010.
 - (4) The option was granted pursuant to Issuer's 2006 Omnibus Incentive Plan and was exercisable as follows: (a) 5,000 shares on August 12, 2010; and (b) 5,000 shares on August 12, 2011.

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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