

TOMS PAUL B JR  
Form 5  
January 30, 2012

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
TOMS PAUL B JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/29/2012

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

HOOKER FURNITURE  
CORP, 440 E  
COMMONWEALTH BLVD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MARTINSVILLE, VA 24112

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|-----------------------------------|
| Common Stock                    | 04/21/2011                           | ^  | G                              | 300   | D          | \$ 0  | 86,176   | D  | ^                                 |
| Common Stock                    | 08/17/2011                           | ^  | G                              | 549   | D          | \$ 0  | 85,627   | D  | ^                                 |
| Common Stock                    | 12/21/2011                           | ^  | G                              | 1,845   | D          | \$ 0  | 83,782   | D  | ^                                 |
|                                 | ^                                    | ^  | ^                              | ^   | ^          | ^     | 4,050 <sup>(1)</sup>   | I  | By Son                            |

Common  
Stock

|                 |   |   |   |   |   |   |        |   |                        |
|-----------------|---|---|---|---|---|---|--------|---|------------------------|
| Common<br>Stock | Â | Â | Â | Â | Â | Â | 31,544 | I | By Paul<br>Toms<br>TUA |
| Common<br>Stock | Â | Â | Â | Â | Â | Â | 20,138 | I | By 401K                |

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

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SEC 2270  
(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. of<br>D<br>S<br>B<br>O<br>E<br>I<br>F<br>(I |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      | (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 |
| TOMS PAUL B JR<br>HOOKER FURNITURE CORP<br>440 E COMMONWEALTH BLVD<br>MARTINSVILLE, VA 24112 | Â X           | Â         | Â Chief Executive Officer | Â     |

## Signatures

\\s\ Robert W. Sherwood Attorney in Fact for Paul B.  
Toms, Jr.

01/30/2012

\*\*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).

(1)

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Reporting person disclaims beneficial ownership of those shares, and this report shall not be an admission that he is owner of such shares for the purpose of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.