

Frierson Daniel K Jr.  
Form 4  
March 13, 2018

**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 \*  
Frierson Daniel K Jr.

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

PO BOX 2007

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/12/2018

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

VP-Chief Operating Officer

(Street)

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

DALTON, GA 30722

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$3 par value	03/12/2018		A	606 <sup>(1)</sup>	A \$ 0 6,626	D	
Class B Common Stock, \$3 par value	03/12/2018		A	23,432 <sup>(1)</sup>	A \$ 0 195,643	D	
Common Stock, \$3 par value	03/12/2018		A	564 <sup>(2)</sup>	A \$ 0 7,190	D	
	03/12/2018		A		A \$ 0 217,479	D	

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Class B  
Common  
Stock, \$3  
par value

21,836  
(2)

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)

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)		8. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 5					11/04/2011	11/04/2019	Common Stock, \$3 par value	22,000	
Employee Stock Option (right to buy)	\$ 4.59					05/30/2019	05/30/2022	Common Stock, \$3 par value	25,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frierson Daniel K Jr. PO BOX 2007 DALTON, GA 30722	X		VP-Chief Operating Officer	

## Signatures

/s/ John F. Henry, Jr., by Power of Attorney for Daniel K.  
Frierson, Jr.

03/13/2018

\_\_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) Represents an award of restricted stock consisting of 24,038 Long Term Incentive Plan Shares. At Mr. Frierson's election, 606 of such shares are Common Stock and 23,432 of such shares are Class B Common Stock.
- (2) Represents an award of restricted stock consisting of 22,400 Career Shares. At Mr. Frierson's election, 564 of such shares are Common Stock and 21,836 of such shares are Class B Common Stock.

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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