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MILLER INDUSTRIES INC /TN/

Form 4/A October 16, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MILLER W	/ILLIAM G	Symbol	ER INDUS	STRIES IN	Č		Issuer (Chec	k all applicable)
(Last) 7819 MAG	(First) (I	(Month)	of Earliest T Day/Year) 2008	ransaction			_X_ Director _X_ Officer (give below) Chairman of		
CHATTAN	(Street) JOOGA, TN 3742	Filed(M 10/15/	nendment, Day/Year 2008	· ·			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	-	rson
(City)	(State)	(Zip) Ta	ble I - Non-I	Derivative S	ecuriti	ies Acqı	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/13/2008(1)		Code V S <u>(2)</u>	Amount 500,000	(D)	Price \$ 5.01	(Instr. 3 and 4) 879,619	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	•	Other
MILLER WILLIAM G					

7819 MAGNOLIA LAKE DRIVE CHATTANOOGA, TN 37421

X

Chairman of the Board & Co-CEO

Relationships

Signatures

/s/ Frank Madonia, as attorney 10/16/2008 in fact

**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).
 - On October 15, 2008, the reporting person reported on Form 4 the sale of 500,000 shares of common stock at a price of \$5.01 per share.
- (1) This Amendment to Form 4 is being filed to correct the address of the reporting person and clarify the identification of the son of the reporting person to whom the shares were sold.
- On October 13, 2008, the reporting person sold 500,000 shares of common stock to his son, William G. Miller II, in a private transaction.
- (2) The sale was effected at the closing price per share for the issuer's common stock as reported by the New York Stock Exchange for the preceding trading day.

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

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