### Edgar Filing: DIXIE GROUP INC - Form 4/A

Form 4/A March 18, 20													
FORM	4									OMB A	PPROVAL		
	■ UNITED S	STATES						IGE C	COMMISSION	OMB Number:	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5	Filed pure	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,											
obligation may contin <i>See</i> Instruct 1(b).	nue. Section 17(a			•		ling Com Company	• •		1935 or Section 0	1			
(Print or Type R	esponses)												
1. Name and Ac Frierson Dan	ldress of Reporting I iiel K Jr.	Person <u>*</u>	Symbol			Ticker or T	-	5	5. Relationship of Issuer	Reporting Pers	son(s) to		
(Last)	(First) (M	liddle)		E GROUP INC [DXYN] of Earliest Transaction					(Check all applicable)				
2208 S. HAN	AILTON STREE	T	(Month/D 03/12/20	•	r)				X Director X Officer (give below) VP-Chief				
DALTON, G	(Street) SA 30721-4974		4. If Ame Filed(Mon 03/12/20	th/Day/		te Original			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	rson		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Securit	ies Aca		or Beneficial	lv Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned	Date, if Transaction(A) or Disposed of (D) Securities Code (Instr. 3, 4 and 5) Beneficially ay/Year) (Instr. 8) Owned Following Reported				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of			
C				Code	V	Amount	(D)	Price	(Instr. 3 and 4)				
Common Stock, \$3 par value	03/12/2015			F		717 <u>(1)</u> (2)	D	\$ 8.85	5,367 <u>(3)</u>	D			
Class B Common Stock, \$3 par value	03/12/2015			F		4,798 (1) (2)	D	\$ 8.85	139,296	D			
Common Stock, \$3 par value	03/12/2015			A		486 <u>(4)</u>	A	\$0	5,853	D			
	03/12/2015			А			А	\$0	150,971	D			

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Class B Common Stock, \$3 par value			11,675 (4)				
Class B Common Stock, \$3 par value	03/12/2015	G	1,000	А	\$ 0	151,971	D

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

Persons who respond to the collection of information contained in this form are not 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise	· · ·	any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative			. ,	Securities			(Instr.	3 and 4)	. ,	Owne
	Security				Acquired			Ì.			Follo
	5				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						<b>X</b>
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Exercisable	Date		of		

Code V (A) (D)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Frierson Daniel K Jr. 2208 S. HAMILTON STREET DALTON, GA 30721-4974	Х		VP-Chief Operating	g Officer					
Signatures									
/s/ John F. Henry, Jr., by Power of Attorney for Daniel K.									
Frierson, Jr.				03/18/2015					
<u>**</u> Signature of		Date							

of

Shares

# **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 shares surrendered to Company to satisfy income tax withholding requirements with respect to vesting of an outstanding award of restricted stock.
- (2) Correction to reflect surrender of 717 Common Stock and 4,798 Class B Common Stock.
- (3) Adjusted to reflect shares sold by T. Rowe Price to correct distribution from 401(k) account.
- (4) Represents an award of restricted stock consisting of 12,161 Career Shares. At Mr. Frierson's election, 486 of such shares are Common Stock and 11,675 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. 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.