

DIXIE GROUP INC

Form 4

August 04, 2005

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 *
DAVIS W DEREK

(Last) (First) (Middle)

2208 SOUTH HAMILTON STREET

(Street)

DALTON, GA 30721

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP - Human Resources

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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	08/02/2005		M	14,500 A	\$ 6.96 33,118 ⁽¹⁾	D	
Common Stock, \$3 par value	08/02/2005		M	2,500 A	\$ 4.78 35,618 ⁽¹⁾	D	
Common Stock, \$3 par value	08/02/2005		S	2,000 D	\$ 16.65 33,618	D	
Common Stock, \$3	08/02/2005		S	4,000 D	\$ 29,618 ⁽¹⁾ 16.95	D	

par value

Common Stock, \$3 par value	08/02/2005	S	10,000	D	\$ 17	19,618 ⁽¹⁾	D
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Common Stock, \$3 par value	08/02/2005	S	1,000	D	\$ 17.01	18,618 ⁽¹⁾	D
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.96	08/02/2005		M	14,367	11/01/2002	05/02/2012	Common Stock, \$3 par value	14,367
Employee Stock Option (right to buy)	\$ 6.96	08/02/2005		M	133	01/01/2003	05/02/2012	Common Stock, \$3 par value	133
Employee Stock Option (right to buy)	\$ 4.78	08/02/2005		M	2,500	08/13/2004	08/13/2012	Common Stock, \$3 par value	2,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DAVIS W DEREK
2208 SOUTH HAMILTON STREET
DALTON, GA 30721

VP - Human Resources

Signatures

John F. Henry, Jr., by power of attorney for W. Derek
Davis

08/04/2005

__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) Includes 3,281 shares allocated to the Reporting Person's account under the Issuer's 401(K) plan.

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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