

DIXIE GROUP INC
Form 4
August 17, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MURREY JOHN W III

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)
P.O. BOX 796

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2005

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

ST. PAUL, VA 24283

(City) (State) (Zip)

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

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$3 par value	08/16/2005		M		7,500	A	\$ 5.75	23,950	D	
Common Stock, \$3 par value	08/16/2005		S		100	D	\$ 16.4	23,850	D	
Common Stock, \$3 par value	08/16/2005		S		100	D	\$ 16.41	23,750	D	
Common Stock, \$3 par value	08/16/2005		S		99	D	\$ 16.21	23,651	D	

Edgar Filing: DIXIE GROUP INC - Form 4

Common Stock, \$3 par value	08/16/2005	S	308	D	\$ 16.2	23,343	D	
Common Stock, \$3 par value	08/16/2005	S	100	D	\$ 16.25	23,243	D	
Common Stock, \$3 par value	08/16/2005	S	50	D	\$ 16.06	23,193	D	
Common Stock, \$3 par value	08/16/2005	S	100	D	\$ 16.19	23,093	D	
Common Stock, \$3 par value	08/16/2005	S	100	D	\$ 16.18	22,993	D	
Common Stock, \$3 par value	08/16/2005	S	540	D	\$ 16.04	22,453	D	
Common Stock, \$3 par value	08/16/2005	S	45	D	\$ 16.15	22,408	D	
Common Stock, \$3 par value	08/16/2005	S	400	D	\$ 16.13	22,008	D	
Common Stock, \$3 par value	08/16/2005	S	15	D	\$ 16.05	21,993	D	
Common Stock, \$3 par value	08/16/2005	S	645	D	\$ 16.02	21,348	D	
Common Stock, \$3 par value	08/16/2005	S	201	D	\$ 16.03	21,147	D	
Common Stock, \$3 par value	08/16/2005	S	149	D	\$ 16.01	20,998	D	
Common Stock, \$3 par value	08/16/2005	S	3,048	D	\$ 16.0147	17,950	D	
Common Stock, \$3 par value						500	I	By Wife

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.

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)	\$ 5.75	08/16/2005		M	7,500	05/15/1997	11/15/2006	Common Stock, \$3 par value	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURREY JOHN W III P.O. BOX 796 ST. PAUL, VA 24283		X		

Signatures

John F. Henry, by power of attorney for John W. Murrey III 08/17/2005

__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).

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.