

BADGLEY JEFFREY I
Form 4/A
December 02, 2005

FORM 4

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

OMB APPROVAL

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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 *
BADGLEY JEFFREY I

2. Issuer Name and Ticker or Trading Symbol
MILLER INDUSTRIES INC /TN/ [MLR]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
8503 HILLTOP DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
President and Co-CEO

OOLTEWAH, TN 37363

4. If Amendment, Date Original Filed(Month/Day/Year)
12/01/2005

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

(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)
			Code	V	Amount or Price		
Common Stock	12/01/2005		S		67 ⁽¹⁾	D	\$ 20.6 133,147 ⁽²⁾ D
Common Stock	12/01/2005		S		200 ⁽¹⁾	D	\$ 20.55 132,947 ⁽²⁾ D
Common Stock	12/01/2005		S		657 ⁽¹⁾	D	\$ 20.5 132,290 ⁽²⁾ D
Common Stock	12/01/2005		S		333 ⁽¹⁾	D	\$ 20.32 131,957 ⁽²⁾ D
Common Stock	12/01/2005		S		133 ⁽¹⁾	D	\$ 20.31 131,824 ⁽²⁾ D

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Common Stock	12/01/2005	S	17,423 <u>(1)</u>	D	\$ 20.25	114,401 <u>(2)</u>	D
Common Stock	12/01/2005	S	16,625 <u>(1)</u>	D	\$ 20.2	97,776 <u>(2)</u>	D
Common Stock	12/01/2005	S	2,993 <u>(1)</u>	D	\$ 20.15	94,783 <u>(2)</u>	D
Common Stock	12/01/2005	S	67 <u>(1)</u>	D	\$ 19.77	94,716 <u>(2)</u>	D
Common Stock	12/01/2005	S	931 <u>(1)</u>	D	\$ 19.62	93,785 <u>(2)</u>	D
Common Stock	12/01/2005	S	85,785 <u>(1)</u>	D	\$ 19.5	8,000 <u>(2)</u>	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.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BADGLEY JEFFREY I 8503 HILLTOP DRIVE OOLTEWAH, TN 37363	X		President and Co-CEO	

Signatures

/s/ Jeffrey I.

Badgley

12/02/2005

__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) The shares sold by the Reporting Person on December 1, 2005 include shares received on May 31, 2005 in a distribution from Harbourside Investments, LLLP to its partners, and shares received in connection with prior exercises of stock options.
 - (2) Does not include an aggregate of 78,000 shares subject to currently exercisable stock options.

Remarks:

On December 1, 2005, the Reporting Person reported on Form 4 the sale of an aggregate of 125,214 shares at an average price

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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