## Edgar Filing: DIXIE GROUP INC - Form 4

DIXIE GRO	OUP INC									
Form 4										
November 0	04, 2009									
FORM	14		GEGU				-	PPROVAL		
	UNITED	STATES		RITIES AND EX ashington, D.C. 20		COMMISSION	OMB Number:	3235-0287		
Check this box if no longer								January 31,		
subject t	~ <u>~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ </u>	<b>MENT O</b>	F CHAI	NGES IN BENEF	BENEFICIAL OWNERSHIP OF			2005 average		
Section 16. SECURITIES								urs per		
	Form 4 or									
Form 5 obligatio	<b>_</b>			16(a) of the Securi		0				
may con		· · ·		Jtility Holding Con	1 2		on			
See Instr	ruction	30(h)	of the I	nvestment Compa	ny Act of 1	940				
1(b).										
(Print or Type	Responses)									
	Address of Reporting	Person <sup>*</sup>	2. Issue	er Name <b>and</b> Ticker of	r Trading	5. Relationship of Reporting Person(s) to				
FRIERSON DANIEL K Symbol						Issuer				
				GROUP INC [D2	(YN]	(Check all applicable)				
(Last)	(First) (	Middle)	3. Date of	of Earliest Transaction		(Che	ck all applicabl	6)		
				Day/Year)		_X_ Director	X 10 <sup>o</sup>	% Owner		
104 NOWLIN LANE, SUITE 101 11/04/2			2009		XOfficer (give titleOther (specify below) below)					
						Chairman of the Board & CEO				
				endment, Date Origin	al	6. Individual or Joint/Group Filing(Check				
				onth/Day/Year)		Applicable Line)				
E Cl- J I M								One Reporting Person fore than One Reporting		
CHATTAN	100GA, TN 3742	21				Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)			TransactionAcquired		Beneficially (I	Form: Direct	Indirect		
(Instr. 3)				Code Disposed (Instr. 8) (Instr. 3,			(D) or Indirect (I)	Beneficial Ownership		
				(IIIsu. 6) (IIIsu. 5,	4 anu 3)		(I) (Instr. 4)	(Instr. 4)		
					(A)	Reported	. ,			
					(A) or	Transaction(s)				
				Code V Amount	(D) Price	(Instr. 3 and 4)				

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. Number of	6. Date Exercisable and	7. Title and Ame
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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	Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Ni of
Nonqualified Employee Stock Option/Right to Buy Common Stock	\$ 5	11/04/2009		Α		50,000 (1)		11/04/2010 <u>(1)</u>	11/04/2019	Common Stock, \$3 par value	5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
FRIERSON DANIEL K 104 NOWLIN LANE SUITE 101 CHATTANOOGA, TN 37421	Х	Х	Chairman of the Board & CEO					
Signatures								
/s/ John F. Henry, Jr., by power of attorney for Daniel K								

/s/ John F. Henry, Jr., by power of attorney for Daniel K. 11/04/2009 Frierson \*\*Signature of Reporting Person

## **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).
- Non-qualified option to acquire 50,000 shares of Common Stock of The Dixie Group, Inc. The option vests pro-rata over 4 years, (1)beginning 11-4-2010. The term of the option is 10 years, expiring 11/4/2019.

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.

Date