

FRIERSON DANIEL K
 Form 4
 March 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
FRIERSON DANIEL K

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)
PO BOX 2007

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board & CEO

DALTON, GA 30722

 (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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock, \$3 par value	03/12/2018		A		<u>23,788</u> ⁽¹⁾	A	\$ 0 40,164	D
Class B Common Stock, \$3 par value	03/12/2018		A		<u>23,787</u> ⁽¹⁾	A	\$ 0 538,948	D
Common Stock, \$3 par value	03/12/2018		A		<u>12,500</u> ⁽²⁾	A	\$ 0 52,664	D
	03/12/2018		A			A	\$ 0 551,448	D

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Class B Common Stock, \$3 par value				12,500 (2)				
Common Stock, \$3 par value	03/12/2018		F	4,500 (3)	D	\$ 0	48,164	D
Class B Common Stock, \$3 par value	03/12/2018		C	6,250 (4)	D	\$ 0	545,198	D
Common Stock, \$3 par value	03/12/2018		C	6,250 (4)	A	\$ 0	54,414	D

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

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(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)	8. F... Der... Sec... (Ins...	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5					11/04/2011	11/04/2019	Common Stock, \$3 par value	50,000
Employee Stock Option (right to buy)	\$ 4.59					05/30/2019	05/30/2022	Common Stock, \$3 par value	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRIERSON DANIEL K PO BOX 2007 DALTON, GA 30722	X		Chairman of the Board & CEO	

Signatures

/s/ John F. Henry, Jr., by Power of Attorney for Daniel K. Frierson

03/13/2018

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) Represents an award of restricted stock consisting of 47,575 Long Term Incentive Plan Shares. At Mr. Frierson's election, 23,788 of such shares are Common Stock and 23,787 of such shares are Class B Common Stock.
- (2) Represents an award of restricted stock consisting of 25,000 Career Shares. At Mr. Frierson's election, 12,500 of such shares are Common Stock and 12,500 of such shares are Class B Common Stock.
- (3) Represents shares surrendered to Company to satisfy income tax withholding requirements with respect to vesting of an outstanding award of restricted stock.
- (4) Represents a conversion of Class B Common Stock to an equal number of shares of 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.