

DIXIE GROUP INC
Form 4
March 22, 2006

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 PAUL K

(Last) (First) (Middle)
141 BROW LAKE ROAD
(Street)
LOOKOUT MOUNTAIN, 2Q 30750

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/20/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | 03/20/2006 | | M | | 5,000 A \$ 4.875 | 55,981 (1) | D |
| Common Stock, \$3 par value | 03/20/2006 | | M | | 3,766 A \$ 7.66 | 59,747 (1) | D |
| Common Stock, \$3 par value | 03/20/2006 | | S | | 5,766 D \$ 15.3924 | 53,981 (1) | D |
| Common Stock, \$3 par value | 03/21/2006 | | S | | 3,000 D \$ 15.1985 | 50,981 (1) | D |

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| | | | |
|-----------------------------|-------|---|----------|
| Common Stock, \$3 par value | 5,486 | I | By Trust |
| Common Stock, \$3 par value | 6,080 | 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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 4.875 | 03/20/2006 | | M | 1,250 | 08/22/1998 08/22/2006 | Common Stock, \$3 par value | 1,250 | |
| Employee Stock Option (right to buy) | \$ 4.875 | 03/20/2006 | | M | 1,250 | 08/22/1999 08/22/2006 | Common Stock, \$3 par value | 1,250 | |
| Employee Stock Option (right to buy) | \$ 4.875 | 03/20/2006 | | M | 1,250 | 08/22/2000 08/22/2006 | Common Stock, \$3 par value | 1,250 | |
| Employee Stock Option (right to buy) | \$ 4.875 | 03/20/2006 | | M | 1,250 | 08/22/2001 08/22/2006 | Common Stock, \$3 par value | 1,250 | |

| | | | | | | | | |
|--|---------|------------|---|-------|------------|------------|-----------------------------------|-------|
| Employee Stock Option (right to buy) | \$ 7.66 | 03/20/2006 | M | 766 | 11/02/2002 | 05/02/2007 | Common Stock, \$3 par value | 766 |
| Employee Stock Option (right to buy) | \$ 7.66 | 03/21/2006 | M | 3,000 | 11/02/2002 | 05/02/2007 | Common Stock, \$3 par value | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRIERSON PAUL K 141 BROW LAKE ROAD LOOKOUT MOUNTAIN, 2Q 30750 | | X | | |

Signatures

John F. Henry, Jr., by power of attorney for Paul K.
Frierson

03/22/2006

__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).

Includes 1,936 shares of Common Stock allocated to the Reporting Person's account under the Issuer's 401(k) plan and 592 shares of
(1) Common Stock deemed held pursuant to performance units issued as payment of one-half of the annual retainer for the Issuer's non-employee directors.

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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