

Frierson Daniel K Jr.
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 Jr.

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)
VP-Chief Operating Officer

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 | | 606 ⁽¹⁾ A \$ 0 6,626 | D | |
| Class B Common Stock, \$3 par value | 03/12/2018 | | A | | 23,432 ⁽¹⁾ A \$ 0 195,643 | D | |
| Common Stock, \$3 par value | 03/12/2018 | | A | | 564 ⁽²⁾ A \$ 0 7,190 | D | |
| | 03/12/2018 | | A | | A \$ 0 217,479 | D | |

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Class B
Common
Stock, \$3
par value

21,836
(2)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 5 | | | | | 11/04/2011 11/04/2019 | Common Stock, \$3 par value | 22,000 |
| Employee Stock Option (right to buy) | \$ 4.59 | | | | | 05/30/2019 05/30/2022 | Common Stock, \$3 par value | 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Frierson Daniel K Jr. PO BOX 2007 DALTON, GA 30722 | X | | VP-Chief Operating Officer | |

Signatures

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

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 24,038 Long Term Incentive Plan Shares. At Mr. Frierson's election, 606 of such shares are Common Stock and 23,432 of such shares are Class B Common Stock.
- (2) Represents an award of restricted stock consisting of 22,400 Career Shares. At Mr. Frierson's election, 564 of such shares are Common Stock and 21,836 of such shares are Class B 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.
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