

Frierson Daniel K Jr.
Form 4/A
April 01, 2011

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)
2208 S. HAMILTON STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & Chief Operating Officer

DALTON, GA 30721-4974

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/14/2011

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 or Price		
Common Stock, \$3 par value	03/14/2011		F		134 ⁽¹⁾ / ₍₂₎	D	\$ 4.56 3,198 D
Common Stock, \$3 par value	03/14/2011		A		520 ⁽¹⁾ / ₍₃₎	A	\$ 0 3,718 D
Class B Common Stock, \$3 par value	03/14/2011		F		1,028 ⁽¹⁾ / ₍₂₎	D	\$ 4.56 67,930 D
	03/14/2011		A			A	\$ 0 77,810 D

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- (3) Represents award of restricted stock consisting of 10,400 Career Shares. Pursuant to Mr. Frierson's election, 520 of such shares are Common Stock and 9,880 of such shares are Class B Common Stock.

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