

DIXIE GROUP INC

Form 4

August 05, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Lapeere Craig S

(Last) (First) (Middle)

716 BILL MYLES DRIVE

(Street)

SARALAND, AL 36571

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/03/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP & President of Masland RsdI

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock, \$3 par value	08/03/2005		M	5,000 A \$ 5.75	8,279 ⁽¹⁾	D	
Common Stock, \$3 par value	08/03/2005		M	6,273 A \$ 6.96	14,552 ⁽¹⁾	D	
Common Stock, \$3 par value	08/03/2005		S	1,582 D \$ 17.05	12,970 ⁽¹⁾	D	
Common Stock, \$3	08/03/2005		S	500 D \$ 17.04	12,470 ⁽¹⁾	D	

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par value

Common Stock, \$3 par value	08/03/2005	S	200	D	\$ 17.03	12,270 ⁽¹⁾	D
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Common Stock, \$3 par value	08/03/2005	S	100	D	\$ 17.01	12,170 ⁽¹⁾	D
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Common Stock, \$3 par value	08/03/2005	S	7,530	D	\$ 17	4,640 ⁽¹⁾	D
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Common Stock, \$3 par value	08/03/2005	S	100	D	\$ 16.95	4,540 ⁽¹⁾	D
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Common Stock, \$3 par value	08/03/2005	S	1,261	D	\$ 16.9	3,279 ⁽¹⁾	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 5.75	08/03/2005		M		1,250		11/15/1998	11/15/2006	Common Stock, \$3 par value	1,250
Employee Stock Option (right to	\$ 5.75	08/03/2005		M		1,250		11/15/1999	11/15/2006	Common Stock, \$3 par value	1,250

buy)

Employee

Stock

Option

\$ 5.75

08/03/2005

M

1,250

11/15/2000

11/15/2006

Common
Stock, \$3
par value

1,250

buy)

Employee

Stock

Option

\$ 5.75

08/03/2005

M

1,250

11/15/2001

11/15/2006

Common
Stock, \$3
par value

1,250

buy)

Employee

Stock

Option

\$ 6.96

08/03/2005

M

3,773

11/02/2002

05/02/2012

Common
Stock, \$3
par value

3,773

buy)

Employee

Stock

Option

\$ 6.96

08/03/2005

M

1,250

05/02/2004

05/02/2012

Common
Stock, \$3
par value

1,250

buy)

Employee

Stock

Option

\$ 6.96

08/03/2005

M

1,250

05/02/2005

05/02/2012

Common
Stock, \$3
par value

1,250

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lapeere Craig S 716 BILL MYLES DRIVE SARALAND, AL 36571			VP & President of Masland RsdI	

Signatures

John F. Henry, Jr., by power of attorney for Craig S.
Lepeere

08/05/2005

**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) Includes 3,279 shares allocated to the Reporting Person's account under the Issuer's 401(K) plan.

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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