

DIXIE GROUP INC

Reported by
FRIERSON DANIEL K

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/13/20 for the Period Ending 03/12/20

Address	PO BOX 2007 DALTON, GA, 30722
Telephone	7068765814
CIK	0000029332
Symbol	DXYN
SIC Code	2273 - Carpets and Rugs
Industry	Home Furnishings
Sector	Consumer Cyclical
Fiscal Year	12/28

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * FRIERSON DANIEL K (Last) (First) (Middle) PO BOX 2007 (Street) DALTON, GA 30722 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol DIXIE GROUP INC [DXYN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board & CEO
3. Date of Earliest Transaction (MM/DD/YYYY) 3/12/2020		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/12/2020		A		2372 (1)	A	\$0	58786	D	
Common Stock, \$3 par value	3/12/2020		F		6982 (2)	D	\$1.23	49304 (3)	D	
Class B Common Stock, \$3 par value	3/12/2020		A		22628 (1)	A	\$0	470326 (4)	D	
Class B Common Stock, \$3 par value								5486	I	by Self as Trustee
Class B Common Stock, \$3 par value								94879	I	by Spouse

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$4.59						5/30/2019	5/30/2022	Common Stock, \$3 par value	40000.0		40000	D	

Explanation of Responses:

- (1) Represents an award of restricted stock consisting of 25,000 Career Shares. At Mr. Frierson's election, 2,364 of such shares are Common Stock and 22,636 of such shares are Class B Common Stock.
- (2) Represents shares surrendered to Company to satisfy income tax withholding requirements with respect to vesting of an outstanding award of restricted stock.
- (3) Adjusted to reflect cancellation of Restricted Stock Award of 2,500 Common Stock shares on December 29, 2018.
- (4) Adjusted to reflect cancellation of Restricted Stock Award of 97,500 Class B shares on December 29, 2018.

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

3/13/2020

--Signature of Reporting Person

Date

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

* 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).

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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