

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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) 111 EAST AND WEST ROAD (Street) LOOKOUT MOUNTAIN, GA 37350 (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 checked="" 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) <p align="center">3/12/2024</p>		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			
Class B Common Stock, \$3 par value	3/12/2024		J		0	A	\$0	600,794	D	
Class B Common Stock, \$3 par value	3/12/2024		A		63,372 ⁽¹⁾	A	\$0.61	664,166	D	
Class B Common Stock, \$3 par value	3/12/2024		J		0	A	\$0	94,879	I	by Spouse
Class B Common Stock, \$3 par value	3/12/2024		J		0	A	\$0	5,486	I	by Self as Trustee
Common Stock, \$3 par value	3/12/2024		J		0	A	\$0	91,989	D	
Common Stock, \$3 par value	3/12/2024		A		63,373 ⁽²⁾	A	\$0.61	155,362	D	
Common Stock, \$3 par value	3/12/2024		F		24,814 ⁽³⁾	D	\$0.61	130,548	D	

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$1	3/12/2024		J		0		5/25/2025	5/25/2028	Employee Stock Option (right to buy)	0	\$0	60,000	D	

Explanation of Responses:

- (1) Represents an award of restricted stock consisting of 12,500 Career Shares of Class B Common Stock and 50,872 Long-Term Incentive Plan shares of Class B Common Stock.
- (2) 1. Represents an award of restricted stock consisting of 12,500 Career Shares of Common Stock and 50,873 Long-Term Incentive Plan shares of Common Stock.
- (3) Represents shares surrendered to Company to satisfy income tax withholding requirements to vesting of an outstanding award of restricted stock.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

FRIERSON DANIEL K 111 EAST AND WEST ROAD LOOKOUT MOUNTAIN, GA 37350	X	X	Chairman of the Board & CEO
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Signatures

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

3/14/2024

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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