

BADGLEY JEFFREY I  
Form 4  
May 25, 2011

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BADGLEY JEFFREY I

2. Issuer Name and Ticker or Trading Symbol  
MILLER INDUSTRIES INC /TN/ [MLR]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
8503 HILLTOP DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/24/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and Co-CEO

OOLTEWAH, TN 37363

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

(City) (State) (Zip)

**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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 05/24/2011                           |  | M                              |   | 23,572 A \$ 5.49  | 23,572   | D  |
| Common Stock                    | 05/24/2011                           |  | M                              |   | 12,967 A \$ 8.31  | 36,539   | D  |
| Common Stock                    | 05/24/2011                           |  | S                              |   | 36,539 D 16.66  | 0  | D  |
| Common Stock                    | 05/25/2011                           |  | M                              |   | 36,428 A \$ 5.49  | 36,428   | D  |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 5.49  | 05/24/2011                           |  | M                              | 23,572  | <u>(2)</u> 11/06/2018                                    | Common Stock  | 23,572                        |
| Stock Option (right to buy)                | \$ 8.31  | 05/24/2011                           |  | M                              | 12,967  | <u>(3)</u> 03/26/2014                                    | Common Stock  | 12,967                        |
| Stock Option (right to buy)                | \$ 5.49  | 05/25/2011                           |  | M                              | 36,428  | <u>(2)</u> 11/06/2018                                    | Common Stock  | 36,428                        |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| BADGLEY JEFFREY I<br>8503 HILLTOP DRIVE<br>OOLTEWAH, TN 37363 | X             |           | President and Co-CEO |       |

## Signatures

/s/ Jeffrey I.  
Badgley 05/25/2011

\*\*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).

- 16.66 is the weighted average sale price for the transactions listed in this item. These transactions were consummated at prices ranging
- (1) from 16.502 to 16.67. The filing person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.
  - (2) 60,000 options are currently exercisable, the remaining options vest in two equal installments on November 7, 2011 and November 7, 2012.
  - (3) Currently exercisable.

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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