DIXIE GROUP INC

Form 4/A January 03, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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0.5

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RGM Capital, LLC Issuer Symbol DIXIE GROUP INC [DXYN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify Officer (give title 6621 WILLOW PARK 12/26/2007 below) DRIVE, SUITE ONE 4. If Amendment, Date Original (Street) 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) Form filed by One Reporting Person 12/27/2007 X Form filed by More than One Reporting NAPLES, FL 34109 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 7. Nature of 3. 4. Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect

Security (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price By private

Common limited stock, partnerships 1,810 A $1,391,345 \stackrel{(2)}{=} I$ \$3.00 par 12/26/2007 and a value per

separately managed account (1)

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

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SEC 1474 (9-02)

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number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date		of		
				Codo V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address	Relationsnips						
	Director	10% Owner	Officer	Other			
RGM Capital, LLC 6621 WILLOW PARK DRIVE SUITE ONE NAPLES, FL 34109	X						
Moses Robert G RGM CAPITAL, LLC 6621 WILLOW PARK DRIVE SUITE ONE NAPLES, FL 34109	X						
Signatures							
Robert G. Moses on behalf of RGM Capital, LLC	01/03/2008						
**Signature of Reporting Person		Date					
Robert G. Moses		01/03/2008					
**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) This Form 4 is filed jointly by Robert G. Moses and RGM Capital, LLC ("RGM"). Robert G. Moses and RGM are deemed to be 10% beneficial owners of the Issuer. The securities reported on this Form 4 are either held in the name of private investment limited partnerships, of which RGM is the general partner, or in the name of a separately managed account for which RGM is investment manager. By virtue of his position as the managing member of RGM, Mr. Moses may be deemed to beneficially own the securities reported in this Form 4. Mr. Moses and RGM each disclaim beneficial ownership of the reported securities except to the extent of his or

Reporting Owners 2

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its pecuniary interest therein, and this report shall not be deemed an admission that Mr. Moses or RGM is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(2) This amendment is being filed to reflect the correct share ownership of common stock (1,391,345 shares) held by RGM Capital, LLC as of 12/26/2007

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.