DIXIE GROUP INC Form 10-K/A March 09, 2006

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

FORM 10-K/A			
(Mark One)			
[x] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934			
For the fiscal year ended December 31, 2005			
OR [] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934			
For the transition period from to			
Commission File Nun	nber 0-2585		
The Dixie Group, Inc.			
(Exact name of registrant as specified in its charter)			
Tennessee	62-0183370		
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)		
345-B Nowlin Lane, Chattanooga, TN	37421		

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(Address of principal executive offices)	(Zip Code)
(423) 510-7000	
Registrant's telephone number, including area code	
Securities registered pursuant to Section 12(b) of the Act:	
Title of Each Class	Name of Each Exchange on Which Registered
None	None
Securities registered pursuant to Section 12(g) of the Act:	
Common Stock, \$3.00 Par Value	
(Title of Class)	
Indicate by check mark if the registrant is a well-known seasone Act.	ed issuer, as defined in Rule 405 of the Securities
Yes []	No [X]
Indicate by check mark if the registrant is not required to file rethe Act.	ports pursuant to Section 13 or Section 15(d) of
Yes []	No [X]
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UNITED STAT SECURITIES AND EXCHANG	
Washington, D. C. 20549	
FORM 10-K/A (Continued)	

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing

requirements for the past 90 days.

Yes [x] No []

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Indicate by check mark if disclosure of delinquent filers herein, and will not be contained, to the best of the regis information statements incorporated by reference in Par 10-K []	
· · · · · · · · · · · · · · · · · · ·	accelerated filer, an accelerated filer, or a non-accelerated erated filer" in Rule 12b-2 of the Exchange Act. (Check
Large Accelerated filer accelerated filer []	[x] Non-accelerated filer []
Indicate by check mark whether the registrant is a shell	company (as defined in Rule 12b-2 of the Act.
Yes []	No [x]
last business day of the registrant's most recently compl \$195,000,000. The aggregate market value was comput on such date. In making this calculation, the registrant h	ed by reference to the closing price of the Common Stock has assumed, without admitting for any purpose, that all 0% of a class of outstanding Common Stock, and no other f Class B Common Stock, which is neither registered of the Act.
practicable date.	registrant's classes of Common Stock as of the fatest
Class	Outstanding as of February 17, 2006
Common Stock, \$3.00 Par Value	11,692,199 shares
Class B Common Stock, \$3.00 Par Value	714,560 shares
Class C Common Stock, \$3.00 Par Value	0 shares
ocuments Incorporated By Reference.	
pecified portions of the following documents are incorpo	orated by reference:

D

Proxy Statement of the registrant for annual meeting of shareholders to be held May 3, 2006(PART III).

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EXPLANATORY NOTE

The registrant is filing this Amendment No. 1 to its Form 10-K for the fiscal year ended December 31, 2005, to correct a typographical error with respect to Exhibit 23, Consent of Independent Registered Public Accounting Firm. No other information contained in the original filing is amended hereby. This amendment does not reflect events occurring after the filing of the original Form 10-K, or modify or update other disclosures therein in any way other than as required to correct Exhibit 23.

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ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) List of exhibits filed pursuant to Item 601 of the Regulation S-K.

EXHIBIT NO	EXHIBIT DESCRIPTION	INCORPORATION BY REFERENCE
(23)	Consent of Independent Registered Public Accounting Firm.	Filed herewith.
(31.1)	CEO Certification pursuant to Securities Exchange Act Rule 13a-14(a).	Filed herewith.
(31.2)	CFO Certification pursuant to Securities Exchange Act Rule 13a-14(a).	Filed herewith.
(32.1)	CEO Certification pursuant to Securities Exchange Act Rule 13a-14(b).	Filed herewith.
(32.2)	CFO Certification pursuant to Securities Exchange Act Rule 13a-14(b).	Filed herewith.
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 8, 2006 The Dixie Group, Inc.

/s/ GARY A. HARMON

Vice President and Chief Financial Officer