

TOMS PAUL B JR
Form 5
March 18, 2009

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
TOMS PAUL B JR

2. Issuer Name and Ticker or Trading Symbol
HOOKER FURNITURE CORP
[HOFT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

HOOKER FURNITURE
CORP, 440 E
COMMONWEALTH BLVD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

MARTINSVILLE, VA 24112

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	04/25/2008	^	G	50	D	\$ 0	46,523	D	^
Common Stock	05/20/2008	^	G	1,025	D	\$ 0	45,498	D	^
Common Stock	09/15/2008	^	G	300	D	\$ 0	45,198	D	^
	^	^	^	^	^	^	3,672 ⁽¹⁾	I	By Son

Common Stock

Common Stock	Â	Â	Â	Â	Â	Â	31,544	I	By Paul Toms TUA
Common Stock	Â	Â	Â	Â	Â	Â	221,424 ⁽²⁾	I	By MHT Trust U/W
Common Stock	Â	Â	Â	Â	Â	Â	20,134 ⁽³⁾	I	By 401K

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

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SEC 2270 (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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOMS PAUL B JR HOOKER FURNITURE CORP 440 E COMMONWEALTH BLVD MARTINSVILLE, VA 24112	Â X	Â	Â Chief Executive Officer	Â

Signatures

\s\ Robert W. Sherwood Attorney in Fact for Paul B. Toms, Jr.

03/18/2009

__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) Reporting person disclaims beneficial ownership of those shares, and this report shall not be an admission that he is owner of such shares for the purpose of Section 16 or for any other purpose
- (2) The reporting person is one of five equal beneficiaries of this trust and therefore disclaims ownership of these shares except to the extent of his pecuniary interest.
- (3) The reporting person no longer has a reportable beneficial ownership in 6,195 shares of Hooker Furniture common stock owned by one of his sons and included in the reporting person's prior ownership reports

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.