

HOOKER FURNITURE CORP
Form 4
April 10, 2006

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 *
WILLIAMS DOUGLAS C

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. Date of Earliest Transaction
(Month/Day/Year)
04/05/2006

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

C/O HOOKER FURNITURE
CORP, P O BOX 4708

(Street)

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

MARTINSVILLE, VA 24115

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/05/2006 | | S | 1,500 D \$ 20 | 9,652 ⁽¹⁾ ⁽²⁾ | D | |
| Common Stock | 04/06/2006 | | S | 1,500 D \$ 19.5 | 8,152 | D | |
| Common Stock | 04/07/2006 | | S | 3,500 D \$ 19.5 | 4,652 | D | |
| Common Stock | | | | | 15,745 ⁽³⁾ | I | By ESOP |

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

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SEC 1474
(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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIAMS DOUGLAS C C/O HOOKER FURNITURE CORP P O BOX 4708 MARTINSVILLE, VA 24115 | X | | Chief Operating Officer | |

Signatures

/s/ Robert W. Sherwood Attorney in Fact for Douglas C. Williams
Date: 04/10/2006

**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) On January 31, 2000 and January 30, 2004, Hooker Furniture Corporation issued stock dividends of one share of common stock for each outstanding, resulting in the reporting person's acquisition of 8,364 shares directly.
 - (2) The reporting person no longer has reportable beneficial interest in 200 shares of Hooker Furniture Corporation common stock owned by his son and 200 shares of Hooker Furniture Corporation common stock owned by his daughter and included in the reporting person's prior ownership report.
 - (3) Since the date of the reporting person's last ownership report, the reporting person has disposed of 2,876 shares of Hooker Furniture Corporation common stock held in his ESOP pursuant to a diversification election made under the Internal Revenue Code.

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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