

MADONIA FRANK
Form 5
February 14, 2002

Form 5

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549

OMB
APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check box if no
longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See instructions
1(b).

**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(f) of the Investment Company Act of
1940**

Form 3
Holdings
Reported

Form 4
Holdings
Reported

1. Name and Address of Reporting Person*

Madonia, Frank

2. Issuer Name and Ticker or Trading Symbol

Miller Industries, Inc. (MLR)

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

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

Executive Vice President, Secretary and General Counsel

(Last) (First) (Middle)

8503 Hilltop Drive

3. I.R.S. Identification Number of Reporting Person, if an entity voluntary)

4. Statement for Month/Year

2001

(Street)

Ooltewah, TN 37363

5. If Amendment, Date of Original (Month/Year)

7. 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)

3. Transaction
Code
(Instr. 8)

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year
(Instr. 3 and 4)

6. Owner-
ship Form:
Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Amount

(A) or (D)

Price

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

* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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the collection of information contained (Over)
in this form are not required to respond SEC 1474
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valid OMB control number.

**FORM 5
(continued)**

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

Conversion Exercise Date of Derivative Security	3. Transaction Date (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 at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
			(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Stock Options

\$3.05

12/7/01

A

5,000

(1)

12/7/11

Common Stock

5,000

5,000

D

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Explanation of Responses:

(1) Options vest in four equal annual installments of 1,250 options beginning on the first anniversary of the grant date.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	<u>/s/ Frank Madonia</u> Frank Madonia	<u>2-14-02</u> Date
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**Signature of Reporting Person

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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Page 2