

HOOKER FURNITURE CORP

Form 4

April 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLIAMS DOUGLAS C

(Last) (First) (Middle)

**C/O HOOKER FURNITURE
CORP, P O BOX 4708**

(Street)

MARTINSVILLE, VA 24115

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

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.

Edgar Filing: HOOKER FURNITURE CORP - Form 4

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.