

BADGLEY JEFFREY I
Form 4
October 26, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BADGLEY JEFFREY I

2. Issuer Name and Ticker or Trading Symbol
MILLER INDUSTRIES INC /TN/ [MLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8503 HILLTOP DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO & Vice Chairman

OOLTEWAH, TN 37363

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

(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)
				(A) or (D)	Price		
Common Stock	09/29/2011		S ⁽¹⁾	1,000 D	\$ 18	33,428	D
Common Stock	10/24/2011		S ⁽¹⁾	5,000 D	\$ 19.71	8,428 ⁽⁴⁾	D
Common Stock	10/25/2011		S ⁽¹⁾	5,000 D	\$ 20	3,428	D
Common Stock	10/26/2011		S ⁽¹⁾	3,428 D	\$ 19.75	0	D

Edgar Filing: BADGLEY JEFFREY I - Form 4

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. Number of Derivative Securities Beneficially Owned (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BADGLEY JEFFREY I 8503 HILLTOP DRIVE OOLTEWAH, TN 37363	X		CEO & Vice Chairman	

Signatures

/s/ Frank Madonia as attorney-in-fact for Jeffrey I Badgley 10/26/2011

__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) Securities sold pursuant to a Rule 10b-5(1) plan adopted by the reporting person on September 8, 2011.

\$19.71 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$19.41 to \$20.00. The reporting person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

\$19.75 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$19.66 to \$20.00. The reporting person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(4)

Edgar Filing: BADGLEY JEFFREY I - Form 4

Due to an inadvertent failure to account for 1000 shares sold by the reporting person on September 29, 2011, which transaction is reported on this Form 4, the number of securities beneficially owned disclosed in Item 5 of the Form 4's filed by the reporting person on each of October 5, 7, 12, 14, 19 and 21, of 2011 was overstated by 1000 shares.

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