CROWN CRAFTS INC

Form 4 July 24, 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 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(b).

Common

Common

Common

Stock

Stock

Stock

07/24/2006

(Print or Type Responses)													
1. Name and A BERNSTEI	2. Issuer Name and Ticker or Trading Symbol CROWN CRAFTS INC [CRWS]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
	(Last) (First) (Middle) 2100 RIVEREDGE PARKWAY, SUITE 300				3. Date of Earliest Transaction (Month/Day/Year) 07/21/2006					Director X 10% Owner Officer (give title below) Other (specify below)			
ATLANTA	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	Table I - Non-Derivative Securities Acq						uired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	Execution Date, if			4. Securit on (A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	07/21/2006			S		9,200	D	\$ 2.2	805,491	D			
Common Stock	07/24/2006			S		2,500	D	\$ 2.2	802,291	D			

S

14,000 D

788,991

82,236

65,000

D

Ι

Ι

As Trustee

As Trustee

(1)

(2)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amount of		Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)]
		Derivative				Securities						(
		Security				Acquired]
						(A) or						J
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or			
							Exercisable	Date	Title	Number		
				C 1 17	(A) (D)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERNSTEIN MICHAEL H 2100 RIVEREDGE PARKWAY SUITE 300 ATLANTA, GA 30328

X

Signatures

/s/ Michael H. 07/24/2006 Bernstein

**Signature of Reporting 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) As Trustee of the Bernstein Family Foundation.
- (2) As Trustee of the Bernstein Family Trust.

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.

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