

MILLER INDUSTRIES INC /TN/
Form 4
March 28, 2014

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 *
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)
03/26/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-Chief Executive Officer

OOLTEWAH, TN 37363

(City) (State) (Zip)

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

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 | 03/26/2014 | | M | 1,500 A \$ 5.49 | 37,928 | D | |
| Common Stock | 03/26/2014 | | S | 1,500 D \$ 19.6081 (1) | 36,428 | D | |
| Common Stock | 03/27/2014 | | M | 1,000 A \$ 5.49 | 37,428 | D | |
| Common Stock | 03/27/2014 | | S | 1,000 D \$ 19.383 (2) | 36,428 | D | |
| Common Stock | 03/28/2014 | | M | 1,072 A \$ 5.49 | 37,500 | D | |

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Common Stock 03/28/2014 S 1,072 D \$ 19.176
 (3) 36,428 D

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 5.49 | 03/26/2014 | | M | 1,500 | (4) 11/06/2018 | Common Stock | 1,500 |
| Stock Option (right to buy) | \$ 5.49 | 03/27/2014 | | M | 1,000 | (4) 11/06/2018 | Common Stock | 1,000 |
| Stock Option (right to buy) | \$ 5.49 | 03/28/2014 | | M | 1,072 | (4) 11/06/2018 | Common Stock | 1,072 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BADGLEY JEFFREY I 8503 HILLTOP DRIVE OOLTEWAH, TN 37363 | X | | Co-Chief Executive Officer | |

Signatures

/s/ Frank Madonia as attorney-in-fact for Jeffrey I.
Badgley

03/28/2014

__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).

\$19.6081 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$19.56 to \$19.637. 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.

\$19.383 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$19.28 to \$19.45. 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.

\$19.176 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$19.12 to \$19.28. 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) All outstanding options are currently exercisable.

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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