

HOOKER FURNITURE CORP
Form 4
October 26, 2004

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 *
TOMS PAUL B JR

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
HOOKER FURNITURE CORP, 440
E COMMONWEALTH BLVD

3. Date of Earliest Transaction
(Month/Day/Year)
10/22/2004

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

(Street)
MARTINSVILLE, VA 24112

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	01/23/2004		G	V	62,840	A	Ⓛ	62,840	I	By Paul Toms TUA
Common Stock	02/23/2004		G	V	1,670	D	Ⓛ	58,736	②	D
Common Stock	03/05/2004		G	V	172,620	D	Ⓛ	0	I	By M.H.T & Descend. Trust
Common	03/05/2004		G	V	34,524	A	Ⓛ	34,524	I	By Paul

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Stock									Toms POA 1983
Common Stock	07/13/2004	G	V	500	D	Ⓛ	58,236	D	
Common Stock	07/14/2004	G	V	215	D	Ⓛ	58,021	D	
Common Stock	07/26/2004	G	V	246,992	D	Ⓛ	0	I	By M.H.T. LLP
Common Stock	07/26/2004	G	V	46,879	A	Ⓛ	172,559 ⁽²⁾	I	By Paul Toms TUA
Common Stock	07/26/2004	G	V	2,470	A	Ⓛ	36,994	I	By Paul Toms POA 1983
Common Stock	08/16/2004	G	V	40	D	Ⓛ	4,776 ⁽²⁾ ⁽³⁾	I	By Son
Common Stock	09/24/2004	G	V	524	D	Ⓛ	57,497	D	
Common Stock	10/22/2004	S		1,010	D	\$ 23.16	171,549	I	By Paul Toms TUA
Common Stock							360,924 ⁽²⁾	I	By MHT Trust U/W
Common Stock							10,352	I	By ESOP
Common Stock							5,872 ⁽²⁾ ⁽³⁾	I	By Wife
Common Stock							10,770 ⁽²⁾ ⁽³⁾	I	By Son

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.

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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	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	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
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Security

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

Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOMS PAUL B JR HOOKER FURNITURE CORP 440 E COMMONWEALTH BLVD MARTINSVILLE, VA 24112	X		Chief Executive Officer	

Signatures

//Robert W. Sherwood as attorney for Paul B. Toms, Jr.

10/26/2004

__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) No price as transaction was a gift.

(2) On January 30, 2004 Hooker Furniture Corporation issued a stock dividend of one share of common stock for each outstanding, resulting in the reporting person's acquisition of 30,203 shares directly, 180,462 shares indirectly (by MHT Trust u/w), 62,840 shares indirectly (by Paul Toms TUA), 5,385 shares indirectly (by son), 2,408 shares indirectly (by son) and 2,936 shares indirectly (by wife).

(3) Reporting person disclaims beneficial ownership of those shares, and this report shall not be deemed an admission that he is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose.

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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