

MACCULLOCH DENNIS D

Form 4

April 04, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACCULLOCH DENNIS D

2. Issuer Name **and** Ticker or Trading
Symbol
OXFORD INDUSTRIES INC
[OXM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
222 PIEDMONT AVENUE, NE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

GROUP PRESIDENT

ATLANTA, GA 30308

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) (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)
Common Stock	03/31/2011		A	V 88 ⁽¹⁾	A \$ 29.06 25,991	D	
Common Stock	04/01/2011		M	1,000 A	\$ 11.725 26,991	D	
Common Stock	04/01/2011		M	2,000 A	\$ 26.4375 28,991	D	
Common Stock	04/01/2011		S	2,384 D	\$ 34.0037 ⁽²⁾ 26,607	D	
Common Stock					19	I	By Spouse

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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
Employee Stock Option (Right to Buy)	\$ 11.725	04/01/2011		M	1,000	(3) 07/15/2012	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 26.4375	04/01/2011		M	2,000	(4) 08/18/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACCULLOCH DENNIS D 222 PIEDMONT AVENUE, NE ATLANTA, GA 30308	GROUP PRESIDENT

Signatures

/Suraj A Palakshappa/Attorney-In-Fact for Dennis D
MacCulloch

04/04/2011

**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) Purchase of shares under the Oxford Industries, Inc. Employee Stock Purchase Plan at a 15% discount on the closing market price on the last day of the purchase period.

This transaction was executed in multiple trades at prices varying from \$34.00 per share to \$34.01 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) The original grant was for 5,000 shares which vested in five equal annual installments beginning on July 15, 2003 and of which 4,000 were exercised prior to the transaction date.

- (4) The original grant was for 5,000 shares which vested in five equal annual installments beginning on August 18, 2004 and of which 3,000 were exercised prior to the transaction date.

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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