

HOOKER FURNITURE CORP

Form SC 13G/A

February 15, 2013

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

SCHEDULE 13GA

Under the Securities Exchange Act 1934
(Amendment No.1)

Hooker Furniture Corp.

(Name of Issuer)

COMMON

(Title of Class of Securities)

439038100

(CUSIP Number)

Calendar Year 2012

(Date of Event Which Requires Filing of this Statement)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT
TO WHICH THIS SCHEDULE IS FILED:

- RULE 13D-1(b)
- RULE 13D-1(c)

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1. Names of Reporting Persons
I.R.S. Identification No. of above person

RUTABAGA CAPITAL MANAGEMENT
I.R.S. Identification No.: 04-3451870

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Massachusetts

5. Sole Voting Power
NUMBER OF 696248
SHARES
BENEFICIALLY
OWNED BY 6. Shared Voting Power
EACH 103400
REPORTING
PERSON
WITH 7. Sole Dispositive Power
799648
8. Shared Dispositive Power
0

9. Aggregate Amount Beneficially Owned by Each
Reporting Person

799648

10. Check if the aggregate Amount in Row (9)
Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

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7.44%

12. Type of Reporting Person

IA

Item 1(a). NAME OF ISSUER

Hooker Furniture Corp.

Item 1(b). ADDRESS OF PRINCIPAL OFFICES

440 East Commonwealth Boulevard
Martinsville, VA 24112

Item 2(a). NAME OF PERSON FILING

Rutabaga Capital Management

Item 2(b). ADDRESS OF PRINCIPAL OFFICES

64 Broad Street, 3rd Floor, Boston, MA 02109

Item 2(c). Citizenship

MASSACHUSETTS

Item 2(d). TITLE OF CLASS OF SECURITIES

COMMON STOCK

Item 2(e). CUSIP NUMBER

439038100

Item 3. IF THIS STATEMENT IS BEING FILED PURSUANT TO
RULE 13d-1(b), or 13d-2(b) OR (c), CHECK WHETHER THE
PERSON FILING IS A:

(a) Broker or dealer registered under Section 15
of the Act(15 U.S.C 780);

(b) Bank as defined in Section 3(a)(6) of the
Act(15 U.S.C 78c);

(c) insurance company as defined in Section

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- 3(a)(19) of the Act(15 U.S.C 78c);
(d) Investment company registered under Section 8 of the Investment Company Act of 1940(15 U.S.C. 80a-8);
(e) An investment adviser in accordance with section 240.13d-1(b)(I)(ii)(E)
(f) An employee benefit plan or endowment fund in accordance with 13d-1(b)(1)(ii)(F);
(g) A parent holding company or control person in accordance with 13d-1(b)(1)(ii)(G);
(h) A savings association as defined in in Section 3(b) of the Federal Deposit Insurance Act(12 U.S.C 1813);
(i) A church plan that is excluded from the definition of an investment company under Section3(c)(14) of the Investment Company Act of 1940(15 U.S.C. 80a-3);
(j) Group, in accordance with 13d-1(b)(1)(ii)(J)

If this statement is filed pursuant to 13d-1(c), check this box.

Item 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 799648

(b) Percent of class: 7.44%

(c) Number of Shares as to which person has:

(i) Sole power to vote or direct the vote: 696248

(ii) Shared power to vote or to direct the vote: 103400

(iii) Sole power to dispose or to direct the disposition of: 799648

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has

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ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not Applicable

Item 7. IDENTIFIATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH AQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP.

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

Item 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred above were not acquired or held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2013

Rutabaga Capital Management

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By: /s/ Dana Cohen

Dana Cohen, Principal

valign="top"> 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)
			Code	V Amount (A) or (D) Price			
Common Stock	02/16/2007		S	2,500 D \$ 18.82	242,046.99	D	

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. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brugger Mark W C/O DIAMONDROCK HOSPITALITY COMPANY 6903 ROCKLEDGE DRIVE, SUITE 800 BETHESDA, MD 20817			Chief Financial Officer	

Signatures

/s/ Michael D. Schecter, 02/20/2007
Attorney-in-Fact

__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).

Remarks:

Shares sold pursuant to Rule 10b-5-1 plan adopted by Mr. Brugger which plan provides for the sale, subject to certain limitations, of 2,500 shares on the 16th day of each month (or such later date, if the 16th is not a day on which the New York Stock Exchange is open for business).

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.