

HOOKER FURNITURE CORP

Form 4

October 26, 2004

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 *
HOOKER J CLYDE 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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

MARTINSVILLE, VA 24112

(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2004		G	V	117,871	D	<u>(1)</u>	0	I	By Hooker Family Trust
Common Stock	01/23/2004		G	V	196,324	D	<u>(1)</u>	0	I	By Mabel H. Toms Trust
Common Stock	02/12/2004		G	V	2,000	D	<u>(1)</u>	205,774 <u>(2)</u>	D	
Common	02/23/2004		G	V	3,100	D	<u>(1)</u>	202,674	D	

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Stock									
Common Stock	04/07/2004	G	V	1,000	D	<u>(1)</u>	62,324 ⁽²⁾	I	By Wife's Trust
Common Stock	04/12/2004	G	V	3,000	D	<u>(1)</u>	199,674	D	
Common Stock	04/27/2004	G	V	4,000	D	<u>(1)</u>	195,674	D	
Common Stock	07/07/2004	G	V	750	D	<u>(1)</u>	194,924	D	
Common Stock	07/08/2004	G	V	3,200	D	<u>(1)</u>	191,724	D	
Common Stock	07/14/2004	G	V	4,800	D	<u>(1)</u>	186,924	D	
Common Stock	09/01/2004	G	V	4,000	D	<u>(1)</u>	182,924	D	
Common Stock	09/24/2004	G	V	3,000	D	<u>(1)</u>	179,924	D	
Common Stock	10/22/2004	S		1,015	D	\$ 23.16	242,330 ⁽²⁾	I	By Hooker Family Trust
Common Stock	10/22/2004	S		1,691	D	\$ 23.16	403,839 ⁽²⁾	I	By J.C.H. Jr. Trust
Common Stock	10/22/2004	S		1,052	D	\$ 23.16	251,084 ⁽²⁾	I	By J.C.H. Jr. Trust U/W
Common Stock	10/25/2004	S		3,000	D	\$ 22.52	40,460 ⁽²⁾	I	By FBO K. Garrett Trust
Common Stock	10/25/2004	S		1,484	D	\$ 22.52	96,428 ⁽²⁾	I	By J.C.H. & Descend. Trust
Common Trust	10/25/2004	S		5,686	D	\$ 22.52	236,644	I	By Hooker Family Trust
Common Stock	10/25/2004	S		9,476	D	\$ 22.52	394,363	I	By J.C.H. Jr. Trust
Common Stock	10/25/2004	S		5,896	D	\$ 22.52	245,188	I	By J.C.H. Jr. Trust U/W

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
HOOKER J CLYDE JR HOOKER FURNITURE CORP 440 E COMMONWEALTH BLVD MARTINSVILLE, VA 24112	X

Signatures

//Robert W. Sherwood attorney for J. Clyde
Hooker, 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 20, 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 103,887 shares directly, 31,662 shares indirectly (by the reporting person's wife's trust), 121,670 shares indirectly (by Hooker Family Trust), 202,765 shares indirectly (by J.C.H. Jr. Trust), 126,068 shares indirectly (by J.C.H. Jr. Trust U/W), 21,730 shares indirectly (by FBO K. Garrett Trust), and 48,956 shares indirectly (by J.C.H. & Descend. 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.