

BADGLEY JEFFREY I  
Form 4/A  
December 02, 2005

**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)  
12/01/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and Co-CEO

OOLTEWAH, TN 37363  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/01/2005

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 67 <sup>(1)</sup>   | D  | \$ 20.6 133,147 <sup>(2)</sup> D                      |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 200 <sup>(1)</sup>  | D  | \$ 20.55 132,947 <sup>(2)</sup> D                     |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 657 <sup>(1)</sup>  | D  | \$ 20.5 132,290 <sup>(2)</sup> D                      |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 333 <sup>(1)</sup>  | D  | \$ 20.32 131,957 <sup>(2)</sup> D                     |
| Common Stock                    | 12/01/2005                           |  | S                              |   | 133 <sup>(1)</sup>  | D  | \$ 20.31 131,824 <sup>(2)</sup> D                     |

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|              |            |   |               |   |          |             |   |
|--------------|------------|---|---------------|---|----------|-------------|---|
| Common Stock | 12/01/2005 | S | 17,423<br>(1) | D | \$ 20.25 | 114,401 (2) | D |
| Common Stock | 12/01/2005 | S | 16,625<br>(1) | D | \$ 20.2  | 97,776 (2)  | D |
| Common Stock | 12/01/2005 | S | 2,993<br>(1)  | D | \$ 20.15 | 94,783 (2)  | D |
| Common Stock | 12/01/2005 | S | 67 (1)        | D | \$ 19.77 | 94,716 (2)  | D |
| Common Stock | 12/01/2005 | S | 931 (1)       | D | \$ 19.62 | 93,785 (2)  | D |
| Common Stock | 12/01/2005 | S | 85,785<br>(1) | D | \$ 19.5  | 8,000 (2)   | 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.**

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| BADGLEY JEFFREY I<br>8503 HILLTOP DRIVE<br>OOLTEWAH, TN 37363 | X             |           | President and Co-CEO |       |

## Signatures

/s/ Jeffrey I.

Badgley

12/02/2005

\_\_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) The shares sold by the Reporting Person on December 1, 2005 include shares received on May 31, 2005 in a distribution from Harbourside Investments, LLLP to its partners, and shares received in connection with prior exercises of stock options.
  - (2) Does not include an aggregate of 78,000 shares subject to currently exercisable stock options.

### Remarks:

On December 1, 2005, the Reporting Person reported on Form 4 the sale of an aggregate of 125,214 shares at an average price

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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