

Miller William G. II  
Form 4  
March 28, 2012

**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 \*  
Miller William G. II

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)  
03/26/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President

OOLTEWAH, TN 37363

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  |  |   |
| Common Stock                    | 03/26/2012                           |  | S                              |   | 1,643   | D  |   |
|                                 |                                      |  |                                |   | \$ 17.25  |  |   |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |   |
| Common Stock                    | 03/27/2012                           |  | S                              |   | 6,906   | D  |   |
|                                 |                                      |  |                                |   | \$ 17.21  |  |   |
|                                 |                                      |  |                                |   | <u>(2)</u>  |  |   |
| Common Stock                    | 03/28/2012                           |  | S                              |   | 14,850  | D  |   |
|                                 |                                      |  |                                |   | \$ 17.02  |  |   |
|                                 |                                      |  |                                |   | <u>(3)</u>  |  |   |

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 |
| Miller William G. II<br>8503 HILLTOP DRIVE<br>OOLTEWAH, TN 37363 |               |           | President |       |

## Signatures

/s/ Frank Madonia as attorney-in-fact for William G. Miller II

03/28/2012

\*\*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) \$17.25 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$17.08 to \$17.39. The filing person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(2) \$17.21 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$17.2 to \$17.23. The filing person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(3) \$17.02 is the weighted average sale price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$17 to \$17.06. The filing person undertakes to provide full information regarding the number of shares sold at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

**Remarks:**

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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