

Cowart Kenneth C.
Form 4
November 14, 2012

FORM 4

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

OMB APPROVAL

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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 *
Cowart Kenneth C.

2. Issuer Name and Ticker or Trading Symbol
CROWN CRAFTS INC [CRWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2012

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

Director, Information Systems

P.O. BOX 1028

(Street)

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

GONZALES, LA 70707

(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	11/13/2012		M		1,000	A	\$ 4.08
Common Stock	11/13/2012		M		10,000	A	\$ 4.23
Common Stock	11/13/2012		M		5,000	A	\$ 4.81
Common Stock	11/13/2012		F ⁽¹⁾		13,035	D	\$ 6.03

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 4.08	11/13/2012		M	1,000	<u>(2)</u> 08/14/2017	Common Stock	1,000
Non-Qualified Stock Option (Right to Buy)	\$ 4.23	11/13/2012		M	10,000	<u>(4)</u> 06/23/2020	Common Stock	10,000
Non-Qualified Stock Option (Right to Buy)	\$ 4.81	11/13/2012		M	5,000	<u>(5)</u> 06/10/2021	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cowart Kenneth C. P.O. BOX 1028 GONZALES, LA 70707			Director, Information Systems	

Signatures

Olivia Elliott on behalf of Kenneth C. Cowart
Date: 11/14/2012

**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).

This transaction represents the withholding of 13,035 shares of common stock to satisfy the exercise price and tax withholding obligations incurred by the Reporting Person upon the exercise of the options granted to the Reporting Person on each of August 14, 2007; June 23, 2010; and June 10, 2011.

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- (2) The options were granted on August 14, 2007 and vested as follows: (a) 500 shares on August 14, 2008; and (b) 500 shares on August 14, 2009.
- (3) Derivative securities represent the grant of a stock option for services as an officer of the Issuer.
- (4) The options were granted on June 23, 2010 and vested as follows: (a) 5,000 shares on June 23, 2011; and (b) 5,000 shares on June 23, 2012.
- (5) The options were granted on June 10, 2011 and vest as follows: (a) 5,000 shares vested on June 10, 2012; and (b) 5,000 shares will vest on June 10, 2013.

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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