#### MILLER INDUSTRIES INC /TN/

Form 4 May 22, 2014

# FORM 4

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

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 5

**SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and AcCHANDLER		_	2. Issuer Name <b>and</b> Ticker or Trading Symbol MILLER INDUSTRIES INC /TN/ [MLR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 750 PARK A	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2014	X Director 10% Owner Officer (give title below) Other (specify below)		
ATLANTA,,	(Street) GA 30326		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		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	e Secu	rities Aco	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	05/12/2014		Code V S <u>(1)</u>	Amount 3,882	,	Price \$ 19.25	23,347 (2)	I	By limited partnership (3)
Common Stock	05/13/2014		S(1)	5,500	D	\$ 19.73	17,847 <u>(2)</u>	I	By limited partnership (3)
Common Stock							66,059	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. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					of (D) (Instr. 3, 4, and 5)						(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

CHANDLER A RUSSELL III
750 PARK AVENUE, N.E., SUITE 24N
ATLANTA,, GA 30326

## **Signatures**

/s/ Frank Madonia, as Attorney-in-fact for A. Russell Chandler, III

05/22/2014

\*\*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) Sale of common stock by limited partnership.
- (2) The reporting person disclaims beneficial ownership of all shares held by immediate family members, and this report should not be deemed as an admission that the reporting person is the beneficial owner of such shares for Section 16 or any other purposes.
- (3) Held by a limited partnership of which Mr. Chandler's children are limited partners.

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. Times New Roman" style="font-size:10.0pt;">

Reporting Owners 2

Articles of Amendment to Articles of Organization relating to the creation of the Series A Preferred Stock of State Street Corporation dated January 16, 2008, as filed with the Secretary of State of the Commonwealth of Massachusetts on January 24, 2008.
4.1
Form of Third Supplemental Indenture, between State Street Corporation and U.S. Bank National Association, as trustee, supplementing the Junior Subordinated Indenture dated December 15, 1996 between State Street Corporation and U.S. Bank National Association (as successor in interest to The Bank of New York (as successor in interest to J.P. Morgan & Co. (as successor in interest to Bank One Trust Company, N.A. (a successor in interest to the First National Bank of Chicago)))).
4.2
Form of Amended and Restated Trust Agreement of State Street Capital Trust III.
4.3

Lugar Filling. WILLER INDOSTRILS INC / TN/ - FOITH 4
Form of Normal APEX Certificate of State Street Capital Trust III (included as Exhibit C to Exhibit 4.2).
4.4
Form of Capital APEX Certificate of State Street Capital Trust III (included as Exhibit A to Exhibit 4.2).
To find of Capital All EX Certificate of State Street Capital Trust III (included as Exhibit A to Exhibit 4.2).
4.5
Form of Stripped APEX Certificate of State Street Capital Trust III (included as Exhibit D to Exhibit 4.2).
4.6
4.0
Form of Stock Purchase Agreement between State Street Corporation and State Street Capital Trust III.

4.7
Form of Collateral Agreement among State Street Corporation, as Depositor, and U.S. National Bank National Association as Collateral Agent, Custodial Agent, Securities Intermediary and Securities Registrar, and State Street Capital Trust III.
4.8
Form of Guarantee Agreement of State Street Corporation relating to the Capital Securities.
5.1
Opinion of Ropes & Gray LLP relating to the validity of the Junior Subordinated Debentures, Guarantee and Preferred Stock.
-3-

5.2	Opinion of Richards, Layton & Finger, P.A. relating to the validity of the Capital Securities.
8.1	Tax Opinion of Ropes & Gray LLP relating to the Prospectus Supplement.
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1).
23.2	Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.2).
23.3	Consent of Ropes & Gray LLP (included in Exhibit 8.1).
	-4-

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

#### STATE STREET CORPORATION

By: /s/ David C. Phelan Name: David C. Phelan

Title: Executive Vice President and General Counsel

Date: January 24, 2008

#### **EXHIBIT INDEX**

Exhibit No. Description 1.1 Underwriting Agreement dated January 17, 2008 among State Street Capital Trust III, State Street Corporation and Goldman, Sachs & Co. Incorporated, as Representative of the underwriters named therein. 3.1 Articles of Amendment to Articles of Organization relating to the creation of the Series A Preferred Stock of State Street Corporation dated January 16, 2008, as filed with the Secretary of State of the Commonwealth of Massachusetts on January 24, 4.1 Form of Third Supplemental Indenture, between State Street Corporation and U.S. Bank National Association, as trustee, supplementing the Junior Subordinated Indenture dated December 15, 1996 between State Street Corporation and U.S. Bank National Association (as successor in interest to The Bank of New York (as successor in interest to J.P. Morgan & Co. (as successor in interest to Bank One Trust Company, N.A. (as successor in interest to the First National Bank of Chicago)))). 4.2 Form of Amended and Restated Trust Agreement of State Street Capital Trust III. 4.3 Form of Normal APEX Certificate of State Street Capital Trust III (included as Exhibit C to Exhibit 4.2). 4.4 Form of Capital APEX Certificate of State Street Capital Trust III (included as Exhibit A to Exhibit 4.2). 4.5 Form of Stripped APEX Certificate of State Street Capital Trust III (included as Exhibit D to Exhibit 4.2). 4.6 Form of Stock Purchase Agreement between State Street Corporation and State Street Capital Trust III. 4.7 Form of Collateral Agreement among State Street Corporation, as Depositor, and U.S. National Bank National Association as Collateral Agent, Custodial Agent, Securities Intermediary and Securities Registrar, and State Street Capital Trust III. 4.8 Form of Guarantee Agreement of State Street Corporation relating to the Capital Securities. 5.1 Opinion of Ropes & Gray LLP relating to the validity of the Junior Subordinated Debentures, Guarantee and Preferred Stock. 5.2 Opinion of Richards, Layton & Finger, P.A. relating to the validity of the Capital Securities. 8.1 Tax Opinion of Ropes & Gray LLP relating to the Prospectus Supplement. 23.1 Consent of Ropes & Gray LLP (included in Exhibit 5.1). 23.2 Consent of Richards, Layton & Finger, P.A. (included in Exhibit 5.2). 23.3 Consent of Ropes & Gray LLP (included in Exhibit 8.1).