

FREEMAN Nanci

Form 4

November 14, 2012

**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 \*  
**FREEMAN Nanci**

(Last) (First) (Middle)

**711 WEST WALNUT STREET**

(Street)

**COMPTON, CA 90220**

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Pres & CEO/Infant Products Div

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |        |   |           |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|--------|---|-----------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |        |   |           |
| Common<br>Stock                       | 11/13/2012                              |                                                             | M                                    |                                                                            | 5,000                                                                                                              | A                                                                    | \$<br>4.23                                                        | 38,569 | I | By spouse |
| Common<br>Stock                       | 11/13/2012                              |                                                             | M                                    |                                                                            | 5,000                                                                                                              | A                                                                    | \$<br>4.81                                                        | 43,569 | I | By spouse |
| Common<br>Stock                       | 11/13/2012                              |                                                             | F <sup>(1)</sup>                     |                                                                            | 8,415                                                                                                              | D                                                                    | \$<br>6.03                                                        | 35,154 | I | By spouse |

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  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|----------------------------------------|
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 4.23                                                            | 11/13/2012                              |                                                             | M                                    | 5,000                                                                                                           | <u>(2)</u> 06/23/2020                                          | Common<br>Stock                                                  | 5,000                                  |
| Non-Qualified<br>Stock Option<br>(Right to Buy)     | \$ 4.81                                                            | 11/13/2012                              |                                                             | M                                    | 5,000                                                                                                           | <u>(4)</u> 06/10/2021                                          | Common<br>Stock                                                  | 5,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                |       |
|--------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                        | Other |
| FREEMAN Nanci<br>711 WEST WALNUT STREET<br>COMPTON, CA 90220 |               |           | Pres & CEO/Infant Products Div |       |

## Signatures

Olivia Elliott on behalf of Nanci  
Freeman

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).

(1) This transaction represents the withholding of 8,415 shares of common stock to satisfy the exercise price and tax withholding obligations incurred by the spouse of the Reporting Person upon the exercise of the options granted to the spouse of the Reporting Person on June 23, 2010 and June 10, 2011.

(2) 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.

(3) Derivative securities represent the grant of a stock option for services rendered as an employee of the Issuer.

(4)

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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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