

MACCULLOCH DENNIS D
Form 4
April 04, 2011

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 *
MACCULLOCH DENNIS D

2. Issuer Name and Ticker or Trading Symbol
OXFORD INDUSTRIES INC
[OXM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
222 PIEDMONT AVENUE, NE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2011

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

ATLANTA, GA 30308

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 (A) or (D) Price			
Common Stock	03/31/2011		A	V 88 ⁽¹⁾ A \$ 29.06	25,991	D	
Common Stock	04/01/2011		M	1,000 A \$ 11.725	26,991	D	
Common Stock	04/01/2011		M	2,000 A \$ 26.4375	28,991	D	
Common Stock	04/01/2011		S	2,384 D \$ 34.0037 ⁽²⁾	26,607	D	
Common Stock					19	I	By Spouse

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 11.725	04/01/2011		M	1,000	⁽³⁾ 07/15/2012	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 26.4375	04/01/2011		M	2,000	⁽⁴⁾ 08/18/2013	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACCULLOCH DENNIS D 222 PIEDMONT AVENUE, NE ATLANTA, GA 30308			GROUP PRESIDENT	

Signatures

/Suraj A Palakshappa/Attorney-In-Fact for Dennis D MacCulloch

04/04/2011

**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) Purchase of shares under the Oxford Industries, Inc. Employee Stock Purchase Plan at a 15% discount on the closing market price on the last day of the purchase period.

This transaction was executed in multiple trades at prices varying from \$34.00 per share to \$34.01 per share. The price reported above
- (2) reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) The original grant was for 5,000 shares which vested in five equal annual installments beginning on July 15, 2003 and of which 4,000 were exercised prior to the transaction date.
- (4) The original grant was for 5,000 shares which vested in five equal annual installments beginning on August 18, 2004 and of which 3,000 were exercised prior to the transaction date.

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.