

HOOKER J CLYDE JR
Form SC 13G/A
January 12, 2005
CUSIP No. 439038 10 0

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

Hooker Furniture Corporation

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

439038 10 0

(CUSIP Number)

December 31, 2004

(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons.

I.R.S. ID Nos. of Above Persons

J. Clyde Hooker, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

a "

b "

3. SEC Use Only

4. Citizenship or Place of Organization

Virginia, United States of America

5. Sole Voting Power

Number of 903,565

Shares 6. Shared Voting Power

Beneficially

Owned By 231,137

Each 7. Sole Dispositive Power

Reporting

Person 903,565

With 8. Shared Dispositive Power

231,137

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,134,702

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

7.8%

12. Type of Reporting Person

IN

- Item 1. (a) Name of Issuer
Hooker Furniture Corporation
- (b) Address of Issuer's Principal Executive Offices
440 East Commonwealth Boulevard

Martinsville, VA 24112
- Item 2. (a) Name of Person Filing
J. Clyde Hooker, Jr.
- (b) Address of Principal Business Office or, if none, Residence
440 East Commonwealth Boulevard

Martinsville, VA 24112
- (c) Citizenship
Virginia, United States of America
- (d) Title of Class of Securities
Common Stock, no par value per share
- (e) CUSIP Number
439038 10 0
- Item 3. If this Statement is filed pursuant to Section 240.13d-1(b) or Section 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in Section 3(a)(6) of the Act.
- (c) Insurance company as defined in Section 3(a)(19) of the Act.
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940.
- (e) An investment advisor in accordance with section 240.13(d)-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with section 240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,134,702
- (b) Percent of class: 7.8%
- (c) Number of shares as to which the person has:
 - (i) sole power to vote or to direct the vote 903,565
 - (ii) shared power to vote or to direct the vote 231,137
 - (iii) sole power to dispose or to direct the disposition of 903,565
 - (iv) shared power to dispose or to direct the disposition of 231,137

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Member of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 12, 2005

By: /s/ J. Clyde Hooker, Jr.

J. Clyde Hooker, Jr.