

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>HOOKER J CLYDE JR</u> (Last) (First) (Middle) <u>HOOKER FURNITURE CORP</u> <u>440 E COMMONWEALTH BLVD</u> (Street) <u>MARTINSVILLE VA 24112</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HOOKER FURNITURE CORP [HOFT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/22/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/23/2004		G	V	117,871	D	(1)	0	I	By Hooker Family Trust
Common Stock	01/23/2004		G	V	196,324	D	(1)	0	I	By Mabel H. Toms Trust
Common Stock	02/12/2004		G	V	2,000	D	(1)	205,774 ⁽²⁾	D	
Common Stock	02/23/2004		G	V	3,100	D	(1)	202,674	D	
Common Stock	04/07/2004		G	V	1,000	D	(1)	62,324 ⁽²⁾	I	By Wife's Trust
Common Stock	04/12/2004		G	V	3,000	D	(1)	199,674	D	
Common Stock	04/27/2004		G	V	4,000	D	(1)	195,674	D	
Common Stock	07/07/2004		G	V	750	D	(1)	194,924	D	
Common Stock	07/08/2004		G	V	3,200	D	(1)	191,724	D	
Common Stock	07/14/2004		G	V	4,800	D	(1)	186,924	D	
Common Stock	09/01/2004		G	V	4,000	D	(1)	182,924	D	
Common Stock	09/24/2004		G	V	3,000	D	(1)	179,924	D	
Common Stock	10/22/2004		S		1,015	D	\$23.16	242,330 ⁽²⁾	I	By Hooker Family Trust
Common Stock	10/22/2004		S		1,691	D	\$23.16	403,839 ⁽²⁾	I	By J.C.H. Jr. Trust
Common Stock	10/22/2004		S		1,052	D	\$23.16	251,084 ⁽²⁾	I	By J.C.H. Jr. Trust U/W
Common Stock	10/25/2004		S		3,000	D	\$22.52	40,460 ⁽²⁾	I	By FBO K. Garrett Trust

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	10/25/2004		S		1,484	D	\$22.52	96,428 ⁽²⁾	I	By J.C.H. & Descend. Trust
Common Trust	10/25/2004		S		5,686	D	\$22.52	236,644	I	By Hooker Family Trust
Common Stock	10/25/2004		S		9,476	D	\$22.52	394,363	I	By J.C.H. Jr. Trust
Common Stock	10/25/2004		S		5,896	D	\$22.52	245,188	I	By J.C.H. Jr. Trust U/W

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

1. No price as transaction was a gift.

2. On January 20, 2004 Hooker Furniture Corporation issued a stock dividend of one share of common stock for each outstanding, resulting in the reporting person's acquisition of 103,887 shares directly, 31,662 shares indirectly (by the reporting person's wife's trust), 121,670 shares indirectly (by Hooker Family Trust), 202,765 shares indirectly (by J.C.H. Jr. Trust), 126,068 shares indirectly (by J.C.H. Jr. Trust U/W), 21,730 shares indirectly (by FBO K. Garrett Trust), and 48,956 shares indirectly (by J.C.H. & Descend. Trust).

//Robert W. Sherwood attorney
for J. Clyde Hooker, Jr. 10/26/2004

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.