

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>TOMS PAUL B JR</u>  (Last) (First) (Middle) <u>HOOKER FURNITURE CORP</u> <u>440 E COMMONWEALTH BLVD</u>  (Street) <u>MARTINSVILLE VA</u> <u>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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	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	62,840	A	(1)	62,840	I	By Paul Toms TUA
Common Stock	02/23/2004		G	V	1,670	D	(1)	58,736 <sup>(2)</sup>	D	
Common Stock	03/05/2004		G	V	172,620	D	(1)	0	I	By M.H.T & Descend. Trust
Common Stock	03/05/2004		G	V	34,524	A	(1)	34,524	I	By Paul Toms POA 1983
Common Stock	07/13/2004		G	V	500	D	(1)	58,236	D	
Common Stock	07/14/2004		G	V	215	D	(1)	58,021	D	
Common Stock	07/26/2004		G	V	246,992	D	(1)	0	I	By M.H.T. LLP
Common Stock	07/26/2004		G	V	46,879	A	(1)	172,559 <sup>(2)</sup>	I	By Paul Toms TUA
Common Stock	07/26/2004		G	V	2,470	A	(1)	36,994	I	By Paul Toms POA 1983
Common Stock	08/16/2004		G	V	40	D	(1)	4,776 <sup>(2)(3)</sup>	I	By Son
Common Stock	09/24/2004		G	V	524	D	(1)	57,497	D	
Common Stock	10/22/2004		S		1,010	D	\$23.16	171,549	I	By Paul Toms TUA
Common Stock								360,924 <sup>(2)</sup>	I	By MHT Trust U/W
Common Stock								10,352	I	By ESOP
Common Stock								5,872 <sup>(2)(3)</sup>	I	By Wife
Common Stock								10,770 <sup>(2)(3)</sup>	I	By Son

**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:**

- No price as transaction was a gift.
- On January 30, 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 30,203 shares directly, 180,462 shares indirectly (by MHT Trust u/w), 62,840 shares indirectly (by Paul Toms TUA), 5,385 shares indirectly (by son), 2,408 shares indirectly (by son) and 2,936 shares indirectly (by wife).
- Reporting person disclaims beneficial ownership of those shares, and this report shall not be deemed an admission that he is the beneficial owner of such shares for the purpose of Section 16 or for any other purpose.

//Robert W. Sherwood as  
attorney for Paul B. Toms, 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.