UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 5)

Under the Securities Exchange Act of 1934

Crown Crafts, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

228309100

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P. 450 Seventh Avenue, Suite 509 New York, New York 10123 Attention: Mr. Nelson Obus

> Copy to: Jeffrey S. Tullman, Esq. Kane Kessler, P.C.

1350 Avenue of the Americas, 26th Floor New York, New York 10019 (212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 30, 2007

(Date of Event which requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of \$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. \Box .

CU	CUSIP No. 228309100		13D/A	Page 2 of 11 Pages	
1			E PERSON (entities only) Ie, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
3	SEC USE ONLY				
4	SOURCE OF FUND WC	S (See Instructions)			
5	CHECK IF DISCLO	SURE OF LEGAL PRO	OCEEDINGS IS REQUIRED PURSUA	ANT TO ITEMS 2(d) or 2(E)	
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13	PERCENT OF CLAS	SS REPRESENTED BY	Y AMOUNT IN ROW (11)		
14	TYPE OF REPORTING PERSON (See Instructions) PN				

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CUSIP No. 228309100		131	D/A	Page 4 of 11 Pages	
1		ON NO. OF ABOVE PERSON (entities Cap Value Offshore Fund, Ltd.	only)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)				
3	SEC USE ONLY				
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6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands				
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13	PERCENT OF CLASS 3.3 %	REPRESENTED BY AMOUNT IN RC	DW (11)		
14	TYPE OF REPORTING	G PERSON (See Instructions)			

CUSIP No. 228309100		13D/A	Page 5 of 11 Pages		
1	NAME OF REPORTING I.R.S. IDENTIFICATIO Wynnefield Capital I 13-4018186	N NO. OF ABOVE PERSON (entities only)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)				
3	SEC USE ONLY				
4	SOURCE OF FUNDS (S WC	ee Instructions)			
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13	PERCENT OF CLASS F 11.2 %	EPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF REPORTING PERSON (See Instructions) OO (Limited Liability Company)				

CUSIP No. 228309100		13D/A	Page 6 of 11 Pages		
1	NAME OF REPORTING I.R.S. IDENTIFICATION Wynnefield Capital, 13-3688495	NO. OF ABOVE PERSON (entities only)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)				
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CUSIP No. 228309100		13D/A	Page 7 of 11 Pages		
1	NAME OF REPORTING F I.R.S. IDENTIFICATION Channel Partnership II 22-3215653	NO. OF ABOVE PERSON (entities only)			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
3	SEC USE ONLY				
4	SOURCE OF FUNDS (See WC	P Instructions)			
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CUSIP No. 228309100		100	13D/A	Page 8 of 11 Pages	
1	NAME OF REPO I.R.S. IDENTIFIC Nelson Obus		ERSON IO. OF ABOVE PERSON (entities only)		
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C	USIP No. 2283091(00	13D/A	Page 9 of 11 Pages	
1	NAME OF REPOR I.R.S. IDENTIFICA Joshua Landes		E PERSON (entities only)		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
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This Amendment No. 5 (the "Amendment") amends the Statement of Beneficial Ownership on Schedule 13D originally filed with the Securities and Exchange Commission on May 17, 2002, as further amended by Amendment No. 1 filed on January 28, 2003, and as further amended by Amendment No. 2 filed on February 20, 2003, and as further amended by Amendment No. 3 filed on May 12, 2003 and as further amended by Amendment No. 4 filed on June 28, 2007 (collectively, the "Schedule 13D") by the Wynnefield Reporting Persons with respect to shares of common stock, par value \$1.00 (the "Common Shares") of Crown Crafts, Inc. (the "Issuer"), whose principal executive offices are located at 916 South Burnside Avenue, Gonzales, Louisiana 70737. Unless specifically amended hereby, the disclosures set forth in the Schedule 13D shall remain unchanged. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On July 30, 2007, the Wynnefield Reporting Persons issued a press release (the "Press Release") containing a letter sent to the Issuer's board of directors (the "Board"), offering a compromise agreement allowing for an amicable resolution of the proxy contest currently underway.

Under the proposal delivered to the Board, the Wynnefield Reporting Persons have offered to withdraw its proxy campaign to replace two of the seven incumbent directors, upon the conditions that the Issuer:

- Expand the Board from seven members to nine members;
- Elect the Wynnefield Reporting Persons' nominees, Messrs. Wasserman and Obus (the "Nominees"), to fill the two new seats;
- Pay non-employee directors half of their current cash compensation, which averages more than \$40,000 per director, in restricted stock;
- Form a nominating and governance committee immediately, with one of the Nominees as a member;
- Form a strategic planning committee immediately, with E. Randall Chestnut as one of its members and one of the Nominees as another member, with the intent to hire a qualified independent consultant to assist management and the Board in determining a future strategic plan and aligning future capital allocations to fulfill the agreed upon strategic plan; and
- · Commit to putting to a stockholder vote at the 2008 Annual Meeting, and support a binding resolution to de-classify the Board.

Should the Issuer reject the Wynnefield Reporting Persons' compromise agreement, the Wynnefield Reporting Persons' shall vigorously press its campaign to elect the Nominees at the Issuer's annual meeting of stockholders and let the Issuer's stockholders determine the outcome.

A copy of the Press Release is filed herewith and attached hereto as Exhibit 4 and is incorporated herein by reference. Any descriptions herein of the Press Release and the Wynnefield Reporting Persons' letter dated July 30, 2007 are qualified in their entirety by reference to the attached Exhibit 4.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of the Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may seek to engage in discussions with other stockholders and/or with management and the board of directors of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the Common Shares, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer or any hedging or similar transaction with respect to the Common Shares, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended to including the following:

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 13D is true, complete and correct.

Date: July 30, 2007

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC, General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.

By: /s/ Nelson Obus

Nelson Obus, President

CHANNEL PARTNERSHIP II, L.P.

By: /s/ Nelson Obus

Nelson Obus, General Partner

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus

Nelson Obus, President

/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua H. Landes

Joshua H. Landes, Individually

PRESS RELEASE FOR IMMEDIATE RELEASE

CONTACT: Eric Berman Joseph Kuo of Kekst and Company 212-521-4800

WYNNEFIELD GROUP OFFERS COMPROMISE AGREEMENT TO CROWN CRAFTS BOARD FOR AMICABLE RESOLUTION OF PROXY CONTEST

-- Largest Stockholder in Crown Crafts Reiterates Commitment to Create Shareholder Value --

NEW YORK, NY, July 30, 2007 - The Wynnefield Group, the largest shareholder in Crown Crafts Inc. (NASDAQ: CRWS), today released a letter sent to the Board of Directors of Crown Crafts, offering a compromise agreement allowing for an amicable resolution of the proxy contest currently underway.

Wynnefield, a long-term investor in Crown Crafts, also reiterated its commitment to continue its campaign to elect two of its nominees to the Board, should this offer of a compromise agreement be rejected. Full text of Wynnefield's letter follows:

July 30, 2007

VIA FACSIMILE AND FEDERAL EXPRESS Board of Directors c/o E. Randall Chestnut, Chairman, President and Chief Executive Officer Crown Crafts, Inc. 916 South Burnside Avenue Gonzales, Louisiana 70737

Re: Crown Crafts, Inc. (the "Company") 2007 Annual Meeting

Gentlemen:

As you know, the Wynnefield Group, as Crown Crafts's largest stockholder, has long sought full voting representation on the Company's Board of Directors ("Board") in order to provide the shareholders' point of view in developing a long-term strategic vision for the Company. The Board's steadfast refusal to honor our request left the Wynnefield Group with no alternative but to commence its current proxy solicitation to elect two members to Crown Crafts Board. The election of our nominees, Messrs. Nelson Obus and Frederick G. Wasserman, will provide the Board and the Company's stockholders experienced, independent Board members who serve with distinction on other boards and are committed to working constructively with the other Board members to develop a long-term strategic and business plan and implement best practices of corporate governance in order to enhance shareholder value.

A number of the Company's significant shareholders who support our efforts have indicated that they would prefer to see this matter resolved amicably, if possible. In that spirit, and consistent with our history of cooperation and support of the Company, we submit to the Board an offer of compromise to end the proxy contest, which we never sought, but were compelled to undertake because of the Board's refusal to work cooperatively with us to address the critical issues facing Crown Crafts today.

We will agree to drop our opposition to the re-election of William T. Deyo, Jr. and Steven E. Fox as directors of the Company, provided that the Company agrees to:

(i) immediately increase the size of the current Board from seven (7) members to nine (9) members;

(ii) elect Nelson Obus and Frederick G. Wasserman as directors to fill the vacancies thereby created;

(iii) form a nominating and governance committee immediately, with either Nelson Obus or Frederick G. Wasserman as one of the members;

(iv) form a strategic planning committee immediately, with E. Randall Chestnut as one of the members and either Nelson Obus or Frederick G. Wasserman as one of other members, with the intention of hiring a qualified independent consultant to assist management and the Board in determining a future strategic path and aligning future capital allocations to fulfill the agreed upon strategic plan;

(v) commit to putting to a stockholder vote at the 2008 Annual Meeting of stockholders, and supporting, a binding resolution to de-classify the Board; and

(vi) amend the non-employee director fee structure to provide that the cash fees paid to non-employee directors, which currently consist of payments of \$20,000 per year, plus \$2,500 for each Board meeting attended, \$2,000 for each committee meeting held not in conjunction with a Board meeting, plus \$2,500 for travel time, be paid 50% in cash and 50% in restricted stock of the Company.

We believe that these changes reflect current best practice in the area of corporate governance. Furthermore, amending the nature of the cash portion of the non-employee director fee structure will not only more than offset the cash cost of two additional directors, it will more closely align the financial interests of directors with those of the shareholders in accordance with best practice in director compensation. Our nominees have accepted and are committed to implementing this compensation arrangement, if our proposal is accepted by the Company.

We believe this proposal to be in the best interests of all concerned parties. The Company would gain the benefit of new directors, who are highly qualified, experienced, effective businessmen who have a history of successful service on other boards and whose background and skills and fresh view point will be an enormous asset to the Company. Stockholders would gain two members of the Board directly representing their interests. As we have demonstrated in our past dealings with the Company, we are confident that our nominees will be able to work constructively with the other Board members to address the many challenges facing the Company. Upon Frederick G. Wasserman's election to the Board, he will resign one of his other public board memberships in order to devote the attention necessary to fulfill his duties and responsibilities to Crown Crafts.

We urge your serious consideration of our offer and look forward to your prompt response. However, please do not misconstrue the good faith intent of our initiative or under-estimate our resolve in this matter. Should the Company reject our proposal, we shall vigorously press our campaign to elect our nominees at the Company's annual meeting of stockholders and let the Company's shareholders determine the outcome.

Sincerely,

Wynnefield Partners Small Cap Value, L.P.,

By: Wynnefield Capital Management, LLC, its General Partner

/s/ Nelson Obus

By: Nelson Obus, Co-Managing Member

ADDITIONAL INFORMATION:

Shareholders are advised to read the Wynnefield Group's definitive proxy statement, which contains important information. Shareholders may obtain a free copy of the proxy statement and other documents filed by the Wynnefield Group with the SEC at the SEC's Internet website at <u>www.sec.gov</u>. The proxy statement, a proxy card, and other documents may also be obtained free of charge from the Wynnefield Group's proxy solicitor or from the Wynnefield Group by request to:

Lawrence E. Dennedy	or	Nelson Obus
Daniel M. Sullivan		The Wynnefield Group
MacKenzie Partners, Inc.		450 Seventh Avenue, Suite 509
105 Madison Avenue		Phone: (212) 760-0134
New York, NY 10016		
Phone: (800) 322-2885		

If you have lost your proxy card from the Wynnefield Group, or did not receive one, you may obtain another proxy statement and card by contacting MacKenzie Partners, Inc. or The Wynnefield Group at the phone numbers listed above.

ABOUT THE WYNNEFIELD GROUP:

The Wynnefield Group is Crown Crafts' largest shareholder, holding 14.6% of the company's outstanding common stock. Wynnefield is a long-term investor in Crown Crafts, having first invested in the company about eight years ago. The Wynnefield Group includes several affiliates of Wynnefield Capital, Inc. (WCI), a value investor specializing in U.S. small cap situations that have company- or industry-specific catalysts. WCI was established in 1992. Its founding partners, Nelson Obus and Joshua Landes, held senior research and institutional equity positions at Lazard Freres & Co. during the 1980s, and the initial Wynnefield investors included many of their colleagues at Lazard. The fund has grown to approximately \$450 million under management. Nelson Obus currently serves on the board of directors of Layne Christensen Company (NASDAQ: LAYN), serving on its audit committee and compensation committee.

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