

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * CHESTNUT E RANDALL			2. Issuer Name and Ticker or Trading Symbol CROWN CRAFTS INC [CRWS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President and CEO		
(Last) P.O. BOX 1028	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2012					
(Street) GONZALES, LA 70707-1028			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)	
Common Stock (1)	11/30/2012		D	75,000	D	\$ 0	601,429	D
Common Stock (1)	11/30/2012		A	75,000	A	\$ 0	676,429	D
Common Stock	11/30/2012		F(2)	26,319	D	\$ 5.82	650,110	D

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHESTNUT E RANDALL P.O. BOX 1028 GONZALES, LA 70707-1028	X		President and CEO	

Signatures

Olivia Elliott on behalf of E. Randall Chestnut	11/30/2012
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).

The two reported transactions reflect the amendment of an outstanding restricted stock award, resulting in the deemed cancellation of the restricted stock award originally granted to the Reporting Person on June 23, 2010 and the grant of a replacement award for the same number of shares. The prior restricted stock award, made pursuant to (1) the Issuer's 2006 Omnibus Incentive Plan, with the condition to vesting that the trading price of the Issuer's common stock close at or above \$5.00 per share for ten (10)

days during any thirty (30) consecutive trading day period prior to July 29, 2015 having been met, was amended by the replacement award to provide that 62,000 shares of the common stock subject to such award shall be vested as of November 30, 2012. The vesting date of the award's remaining 13,000 shares remains July 29, 2015.

- (2) This transaction represents the withholding of 26,319 shares of common stock to satisfy the tax withholding obligations incurred by the Reporting Person upon the vesting of a portion of the restricted stock award of 75,000 shares of common stock originally awarded to the Reporting Person on June 23, 2010 and amended on November 30, 2012 to accelerate the vesting of 62,000 of such shares from July 29, 2015 to November 30, 2012. The purpose of the amendment is to accelerate the vesting of a portion of the grant into the Issuer's current taxable year in order to preserve the deductibility of such amount to the Issuer for income tax purposes.

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.

POWER OF ATTORNEY

Know all by these presents that the undersigned hereby constitutes and appoints each of Olivia W. Elliott and Daniel W. Miller, or either of them acting singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC"), a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act"), or any other rule or regulation of the SEC, with respect to the securities of Crown Crafts, Inc., a Delaware corporation (the "Company");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and approves and ratifies any such release of information;

(3) execute for and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company in accordance with Section 16(a) of the Exchange Act;

(4) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the SEC and any securities exchange or similar authority; and

(5) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The foregoing authorization shall supersede all prior authorizations to act for the undersigned with respect to the securities of the Company in these matters, which prior authorizations are hereby revoked, and shall survive the termination of the undersigned's status as a director or officer of the Company or its subsidiaries, as the case may be, and remain in effect thereafter for so long as the undersigned (in an individual capacity or in a fiduciary or other capacity) has any obligation under Section 16 of the Exchange Act with respect to the securities of the Company, unless earlier revoked by a writing signed by the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 14th day of November, 2012.

/s/ E. Randall Chestnut
E. Randall Chestnut