

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 * FREEMAN NANCI			2. Issuer Name and Ticker or Trading Symbol CROWN CRAFTS INC [CRWS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Pres & CEO/Infant Products Div		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/24/2014					
711 WEST WALNUT STREET								
(Street)			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 ____ Form filed by More than One Reporting Person		
COMPTON, CA 90220								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	11/24/2014		D		20,000	D	\$ 0	219,968	D	
Common Stock (1)	11/24/2014		A		20,000	A	\$ 0	239,968	D	
Common Stock	11/24/2014		F(2)		10,516	D	\$ 7.24	229,452	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 Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
				Code	V	(A)	(D)					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FREEMAN NANCI 711 WEST WALNUT STREET COMPTON, CA 90220			Pres & CEO/Infant Products Div	

Signatures

/s/ Olivia Elliott on behalf of Nanci Freeman	11/26/2014
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 all 20,000 shares of the common stock subject to such award shall be vested as of November 24, 2014.

(2) This transaction represents the withholding of 10,516 shares of common stock to satisfy the tax withholding obligations incurred by the Reporting Person upon the vesting of the restricted stock award of 20,000 shares of common stock originally awarded to the Reporting Person on June 23, 2010 and amended on November 24, 2014 to accelerate the vesting of such shares from July 29, 2015 to November 24, 2014. 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.

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