

OBUS NELSON

Form 4/A

December 05, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WYNNEFIELD PARTNERS
SMALL CAP VALUE LP

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CROWN CRAFTS INC [CRWS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/27/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/29/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

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, par value \$1.00 per share	11/27/2012		S		4,530	D	\$ 5.9	556,090	D <u>(1)</u>
Common Stock, par value \$1.00 per share	11/27/2012		S		10,470	D	\$ 5.9	963,283	I
									See Footnote <u>(2)</u> <u>(3)</u> <u>(4)</u>
Common Stock, par value \$1.00 per share	11/28/2012		S		6,674	D	\$ 5.89	549,416	D <u>(1)</u>

Common Stock, par value \$1.00 per share	11/28/2012	S	15,426	D	\$ 5.89	947,857	I	See Footnote (2) (3) (4)
Common Stock, par value \$1.00 per share	11/29/2012	S	120	D	\$ 5.9	549,296	D (1)	
Common Stock, par value \$1.00 per share	11/29/2012	S	280	D	\$ 5.9	947,577	I	See Footnote (2) (3) (4)

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

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 control number.

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(9-02)

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 (Instr. 6)
				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
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	X
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE	X

SUITE 509
NEW YORK, NY 10123

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD
450 SEVENTH AVE
SUITE 509
NEW YORK, NY 10123

X

WYNNEFIELD CAPITAL MANAGEMENT LLC
450 SEVENTH AVE
SUITE 509
NEW YORK, NY 10123

X

WYNNEFIELD CAPITAL INC
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

Wynnefield Capital, Inc. Profit Sharing Plan
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

OBUS NELSON
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

LANDES JOSHUA
450 SEVENTH AVENUE
SUITE 509
NEW YORK, NY 10123

X

Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member

12/05/2012

__Signature of Reporting Person

Date

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. By: Wynnefield Capital Management, LLC General Partner By: /s/ Nelson Obus Nelson Obus, Managing Member

12/05/2012

__Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD. By: Wynnefield Capital, Inc. By: /s/ Nelson Obus Nelson Obus, President

12/05/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN By: /s/ Nelson Obus Nelson Obus, Portfolio Manager

12/05/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC By: /s/ Nelson Obus Nelson Obus, Managing Member

12/05/2012

__Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. By: /s/ Nelson Obus Nelson Obus, President

12/05/2012

__Signature of Reporting Person

Date

/s/ Nelson Obus Nelson Obus, individually

12/05/2012

__Signature of Reporting Person

Date

/s/ Joshua Landes Joshua Landes, individually

12/05/2012

__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).

(1) The Reporting Person directly beneficially owns 549,296 shares of common stock, \$1.00 par value per share ("Common Stock") of Crown Crafts, Inc. (the "Issuer"). Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.

(2) The Reporting Person has an indirect beneficial ownership interest in 611,998 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as member of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I directly beneficially owns.

(3) The Reporting Person has an indirect beneficial ownership interest in 333,579 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as member of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

(4) The Reporting Person has an indirect beneficial ownership interest in 2,000 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as member of a group under Section 13(d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Mr. Obus, as portfolio manager, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement.

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.