FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

(X) QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 28, 2003

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from_____to_____

Commission File No. 1-7604

CROWN CRAFTS, INC.

(Exact name of registrant as specified in its charter)

Delaware	58-0678148
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

916 South Burnside Avenue, Gonzales, Louisiana 70737
- --
(Address of principal executive offices)

(225) 647-9100
- --
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

The number of shares of common stock, $1.00 par value, of the Registrant outstanding as of September 28, 2003 was 9,504,937.

FORM 10-Q

CROWN CRAFTS, INC. AND SUBSIDIARIES

PART 1 - FINANCIAL INFORMATION
ITEM 1 - CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS
September 28, 2003 and March 30, 2003
(Unaudited)

<TABLE>
<CAPTION>

Dollar amounts in thousands	September 28, 2003	March 30, 2003 *
<S>	<C>	<C>
ASSETS		
CURRENT ASSETS:		

Cash and cash equivalents	$ 59	$ 194
Accounts receivable (net of allowances of $3,917 at September 28, 2003 and $1,927 at March 30, 2003):		
Due from factor	11,948	14,472
Other	2,211	1,304
Inventories, net	17,416	15,548
Other current assets	966	1,114
	-------	-------
Total current assets	32,600	32,632
	-------	-------
PROPERTY, PLANT AND EQUIPMENT - AT COST:		
Land, buildings and improvements	1,784	1,920
Machinery and equipment	2,612	3,285
Furniture and fixtures	664	677
	-------	-------
	5,060	5,882
Less accumulated depreciation	3,224	3,644
	-------	-------
Property, plant and equipment - net	1,836	2,238
	-------	-------
OTHER ASSETS:		
Goodwill, net	22,974	22,974
Other	80	82
	-------	-------
TOTAL OTHER ASSETS	23,054	23,056
	-------	-------
TOTAL ASSETS	$57,490	$57,926
	=======	=======

</TABLE>

* The Consolidated Balance Sheet at March 30, 2003 has been derived from the audited balance sheet at that date.

See notes to unaudited condensed consolidated financial statements.

Crown Crafts, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
September 28, 2003 and March 30, 2003
(Unaudited)

<TABLE>
<CAPTION>

Dollar amounts in thousands	September 28, 2003	March 30, 2003*
	-------------	---------
<S>	<C>	<C>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 3,625	$ 4,524
Accrued wages and benefits	892	1,413
Accrued royalties	1,919	1,454
Other accrued liabilities	1,030	1,361
Current maturities of long-term debt	3,015	3,014
	--------	--------
Total current liabilities	10,481	11,766
	--------	--------
NON-CURRENT LIABILITIES:		
Long-term debt	30,867	30,895
COMMITMENTS AND CONTINGENCIES	--	--
SHAREHOLDERS' EQUITY:		
Common stock - par value $1.00 per share, 50,000,000 shares authorized		
Outstanding: 9,504,937 at September 28, 2003 and 9,421,437 at March 30, 2003	9,505	9,421
Additional paid-in capital	28,834	28,857

Accumulated deficit	(22,178)	(22,988)
Cumulative currency translation adjustment	(19)	(25)
Total shareholders' equity	16,142	15,265
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 57,490	$ 57,926

</TABLE>

* The Consolidated Balance Sheet at March 30, 2003 has been derived from the audited balance sheet at that date.

See notes to unaudited condensed consolidated financial statements.

Crown Crafts, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
For The Three and Six-Month Periods Ended
September 28, 2003 and September 29, 2002
(UNAUDITED)

<TABLE>
<CAPTION>

Amounts in thousands, except per share amounts	THREE MONTHS ENDED September 28, 2003	THREE MONTHS ENDED September 29, 2002	SIX MONTHS ENDED September 28, 2003	SIX MONTHS ENDED September 29, 2002
<S>	<C>	<C>	<C>	<C>
Net sales	$ 22,001	$ 28,399	$ 40,466	$ 46,326
Cost of products sold	17,129	21,631	31,433	35,940
Gross profit	4,872	6,768	9,033	10,386
Marketing and administrative expenses	2,826	3,456	5,987	6,616
Income from operations	2,046	3,312	3,046	3,770
Other income (expense):				
Interest expense	(1,029)	(1,183)	(2,064)	(2,357)
Other - net	(5)	33	(4)	77
Income before income taxes	1,012	2,162	978	1,490
Income tax expense	88	83	168	104
Net income	924	2,079	810	1,386
Other comprehensive income, net of tax:				
Foreign currency translation adjustment	--	3	6	(31)
Comprehensive income	$ 924	$ 2,082	$ 816	$ 1,355
Basic income per share	$ 0.10	$ 0.22	$ 0.09	$ 0.15
Diluted income per share	$ 0.04	$ 0.09	$ 0.04	$ 0.06
Weighted average shares outstanding - basic	9,505	9,421	9,466	9,421
Weighted average shares outstanding - diluted	22,872	22,715	22,562	22,007

</TABLE>

See notes to unaudited condensed consolidated financial statements.

Crown Crafts, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Six-Month Periods ended
September 28, 2003 and September 29, 2002
(UNAUDITED)

<TABLE>
<CAPTION>

(in thousands)	September 28, 2003	September 29, 2002
<S>	<C>	<C>
OPERATING ACTIVITIES:		
Net income	$ 810	$ 1,386
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation of property, plant and equipment	273	408
Loss on disposition of property, plant and equipment	7	--
Changes in assets and liabilities		
Accounts receivable, net	1,617	(5,060)
Inventories, net	(1,868)	302
Income tax receivable	--	1,820
Other current assets	148	(702)
Other assets	2	88
Accounts payable	(899)	1,042
Accrued liabilities	(371)	(224)
Net cash (used in) operating activities	(281)	(940)
INVESTING ACTIVITIES:		
Capital expenditures	(165)	(202)
Proceeds from disposition of assets	271	--
Other	6	(31)
Net cash provided by (used in) investing activities	112	(233)
FINANCING ACTIVITIES:		
Payment of long-term borrowing	(19,004)	(21,137)
Long-term borrowing	18,977	22,202
Issuance of common stock	61	--
Net cash provided by financing activities	34	1,065
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(135)	(108)
Cash and cash equivalents at beginning of period	194	388
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 59	$ 280
SUPPLEMENTAL CASH FLOW INFORMATION:		
Income taxes paid (refunded)	$ 1	$ (1,762)
Interest paid	1,522	1,468

</TABLE>

See notes to unaudited condensed consolidated financial statements.

CROWN CRAFTS, INC. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AT AND FOR THE THREE AND SIX-MONTH PERIODS ENDED SEPTEMBER 28, 2003 AND SEPTEMBER 29, 2002

1. Basis of Presentation: The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles

generally accepted in the United States of America applicable to interim financial information and the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, such interim consolidated financial statements contain all adjustments necessary to present fairly the financial position of Crown Crafts, Inc. (the "Company") as of September 28, 2003 and the results of its operations and cash flows for the three and six-month periods ended September 28, 2003 and September 29, 2002. Such adjustments include normal recurring accruals. Operating results for the three and six-month periods ended September 28, 2003 are not necessarily indicative of the results that may be expected for the year ending March 28, 2004. For further information, refer to the consolidated financial statements and footnotes thereto included in the annual report on Form 10-K for the year ended March 30, 2003 of the Company.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recently Issued Accounting Standards: In December 2002, the FASB issued SFAS 148, Accounting for Stock-Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123. SFAS 148 amends FASB 123 to provide alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation. In addition, FASB 148 amends the disclosure requirements of FASB 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based employee compensation and the effect of the method used on reported results. SFAS 148 was effective for the Company's fiscal period ended March 30, 2003. The Company adopted this standard on that date and determined that it would continue to utilize the intrinsic method of accounting and included the additional disclosures in the current period financial statements.

2. Segment and Related Information: The Company's principal segments include adult home furnishing products, consisting primarily of hand-woven throws, and infant and juvenile products, consisting of infant bedding, bibs, infant soft goods and juvenile products (primarily Pillow Buddies(R)). Financial information attributable to the Company's business segments for the three and six-month periods ended September 28, 2003 and September 29, 2002 was as follows (in thousands):

<TABLE>
<CAPTION>

	Three Months Ended		Six Months Ended	
	September 28, 2003	September 29, 2002	September 28, 2003	September 29, 2002
<S>	<C>	<C>	<C>	<C>
NET SALES				
Adult home furnishing products	$ 624	$ 718	$ 1,039	$ 1,248
Infant & juvenile products	21,377	27,681	39,427	45,078
Total	$ 22,001	$ 28,399	$ 40,466	$ 46,326
OPERATING INCOME (LOSS)				
Adult home furnishing products	$ (11)	$ (23)	$ (83)	$ (77)
Infant & juvenile products	2,057	3,335	3,129	3,847
Total	$ 2,046	$ 3,312	$ 3,046	$ 3,770

</TABLE>

3. Inventory: Major classes of inventory were as follows (in thousands):

	September 28, 2003	March 30, 2003
Raw materials	$ 2,644	$ 2,991
Work in process	716	1,411
Finished goods	14,056	11,146
	$17,416	$15,548

Inventory is net of reserves for inventories classified as irregular or discontinued of $942,000 and $1.6 million at September 28, 2003 and March 30, 2003, respectively.

4. Restructuring Charge In December 2002, the Company adopted a formal plan to change its sourcing strategy for certain products and close the Mexican manufacturing facility operated by its majority-owned subsidiary, Burgundy Interamericana ("Burgundy"). This decision was based on extensive research by management which indicated that, due to lower wages and the elimination of the quota on bibs, outsourcing the supply of products currently manufactured by Burgundy to Asian manufacturers was more cost-effective and competitive than maintaining existing operations in Mexico. Under the plan, Burgundy continued to operate through the first quarter of fiscal 2004, at which time the Company began to liquidate Burgundy's assets. As a result of the decision of the Company to discontinue its Mexican operations, the Company recorded a $1.8 million restructuring charge to operations in the quarter ended December 29, 2002, which consisted primarily of a write-down of the property and equipment at the Mexican facility of approximately $800,000, inventory items deemed to be in excess of production requirements of approximately $600,000, an accrual for contractual termination benefits of approximately $300,000 due Burgundy's entire workforce (approximately 130 employees) under the provisions of Mexico's labor regulations and the write-off of goodwill of approximately $60,000. The Company paid approximately $189,000 of the severance benefits in the first quarter of fiscal 2004 and paid the remainder through October 2003. The Company continued to charge the ongoing operating costs associated with Burgundy's production in the period in which the costs were incurred. The Company incurred a loss of approximately $85,000 related to the operation and closure of this facility for the three-month period ended June 29, 2003, at which time the closure was complete.

5. Financing Arrangements

Factoring Agreement: The Company assigns the majority of its trade accounts receivable to a commercial factor. Under the terms of the associated factoring agreement, which expires July 2005, the factor remits payments to the Company on the average due date of each group of invoices assigned. The factor bears credit losses with respect to assigned accounts receivable that are within approved credit limits. The Company bears losses resulting from returns, allowances, claims and discounts.

Notes Payable and Other Credit Facilities: At September 28, 2003 and March 30, 2003, long-term debt consisted of:

	September 28, 2003	March 30, 2003
Promissory notes	$ 34,061	$ 35,068
Floating rate revolving credit facilities	2,218	1,799
Non-interest bearing notes	541	274
Original issue discount	(2,938)	(3,232)

	33,882	33,909
Less current maturities	3,015	3,014
	--------	--------
	$ 30,867	$ 30,895
	========	========

</TABLE>

At September 28, 2003, the Company's credit facilities included the following:

Revolving Credit of up to $19 million including a $3 million sub-limit for letters of credit. The interest rate is prime plus 1.00% (5.00% at September 28, 2003) for base rate borrowings and LIBOR plus 2.75% (3.87% at September 28, 2003) for Euro-dollar borrowings. The maturity date is June 30, 2005. The facility is secured by a first lien on all assets. The balance was $2.2 million at September 28, 2003. The Company had $14.5 million available at September 28, 2003. As of September 28, 2003, letters of credit of $1.35 million were outstanding under the revolving credit facility.

Senior Notes of $10 million with a fixed interest rate of 10% plus additional interest contingent upon cash flow availability of 3%. The maturity date is June 30, 2006 and the notes are secured by a first lien on all assets. Minimum principal payments of $500,000 are due at the end of each calendar quarter. In the event that required debt service exceeds 85% of free cash flow (EBITDA (as hereinafter defined) less capital expenditures and cash taxes paid), the excess of contingent interest and principal amortization over 85% will be deferred until maturity of the Senior Notes in June 2006. Contingent interest plus additional principal payments will be due annually up to 85% of free cash flow. The Company made an excess cash flow payment of $1.4 million on September 30, 2003.

Senior Subordinated Notes of $16 million with a fixed interest rate of 10% plus an additional 1.65% payable by delivery of a promissory note due July 23, 2007. The maturity date is July 23, 2007, and the notes are secured by a second lien on all assets. In addition to principal and interest, a payment of $8 million is due on the earliest of (i) maturity of the notes, (ii) prepayment of the notes, or (iii) the sale of the Company. The original issue discount of $4.1 million on this non-interest bearing note at a market interest rate of 12% is being amortized over the life of the notes. The remaining balance of $2.9 million is included in the Consolidated Balance Sheet as of September 28, 2003.

These credit facilities contain covenants regarding minimum levels of Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA"), maximum total debt to EBITDA, maximum senior debt to EBITDA, minimum EBITDA to cash interest and minimum shareholders' equity. Certain covenants included in the credit facilities were amended in conjunction with the liquidation of Burgundy, as discussed in Note 4, in order to account for the recording of the related restructuring charge. The Company is in compliance with its covenants at September 28, 2003. The bank facilities also place restrictions on the amounts the Company may expend on acquisitions and purchases of treasury stock and currently prohibit the payment of dividends.

Minimum annual maturities are as follows: (in thousands)

<TABLE>
<CAPTION>

Fiscal	Revolver	Senior Notes	Sub Notes	PIK Notes	Total
<S>	<C>	<C>	<C>	<C>	<C>
2004	$ --	$ 2,000	$ --	$ --	$ 2,000
2005	--	2,000	--	--	2,000
2006	2,218	2,500	--	--	4,718
2007	--	3,500	--	--	3,500
2008	--	--	24,000*	541	24,541
	-------	-------	-------	-------	-------
Total	$ 2,218	$10,000	$24,000	$ 541	$36,759
	=======	=======	=======	=======	=======

</TABLE>

*Includes $8 million non-interest bearing note issued at an original issue discount of $4.1 million.

As part of its refinancing on July 23, 2001, the Company issued to its lenders warrants for non-voting common stock that are convertible into common stock equivalent to approximately 65% of the shares of the Company on a fully diluted basis at a price of 11.3 cents per share. The warrants are currently exercisable and non-callable and expire six years from their date of issuance. The value of the warrants of $2.4 million using the Black-Scholes option pricing model was credited to additional paid-in capital in the second quarter of fiscal 2002.

6. Stock Options The Company accounts for its stock option plans using the intrinsic value method established by APB Opinion No. 25, "Accounting for Stock Issued to Employees", and its related interpretations. Accordingly, no compensation cost has been recognized in the Company's financial statements for its stock based compensation plans. The Company complies with the disclosure requirements of SFAS No. 123, "Accounting for Stock Based Compensation", as amended by SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure", which requires pro forma disclosure regarding net earnings and earnings per share determined as if the Company had accounted for employee stock options using the fair value method of that statement.

   Had compensation costs for the Company's stock option plans been determined based on the fair value at the grant date, consistent with the method under SFAS No. 123, the Company's net income and income per share would have been as indicated below (in thousands, except per share data):

<TABLE>
<CAPTION>

	Three months ended		Six months ended	
	September 28, 2003	September 29, 2002	September 28, 2002	September 29, 2003
<S>	<C>	<C>	<C>	<C>
Net income, as reported	$ 924	$ 2,079	$ 810	$ 1,386
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards	(5)	(4)	(15)	(5)
Pro forma net income	$ 919	$ 2,075	$ 795	$ 1,381
Income per share:				
Basic - as reported	$ 0.10	$ 0.22	$ 0.09	$ 0.15
Basic - pro forma	0.10	0.22	0.08	0.15
Diluted - as reported	0.04	0.09	0.04	0.06
Diluted - pro forma	0.04	0.09	0.04	0.06

</TABLE>

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

RESULTS OF OPERATIONS

THREE-MONTH PERIOD ENDED SEPTEMBER 28, 2003 COMPARED TO THE THREE-MONTH PERIOD ENDED SEPTEMBER 29, 2002

Total net sales for the second quarter of fiscal year 2004 decreased by $6.4 million, or 22.5%, to $22.0 million from $28.4 million for the second quarter of fiscal year 2003. Net sales of throws decreased $94,000, or 13.1%, to $624,000, as sales of high-end luxury throws have been negatively impacted by the recent downturn in the economy. Net sales of infant and juvenile products decreased by $6.3 million, or 22.8%, to $21.4 million. The decline in sales is attributable to changes in buying patterns by several customers, some of whom lowered on-hand inventory levels in response to the sluggish economy, and changes in internal business strategies. Also, during the second quarter of fiscal 2003, the Company shipped several new product placements to key customers, which were not repeated at the same levels in the current year. The Company's Pillow Buddies(R) business has been comparatively weaker in the current year because seasonal retail dollars have not been allocated to the product for shipment in the second quarter and increased competition for character licenses has driven royalty commitments higher than management is comfortable guaranteeing. In addition, a marketing decision by Disney Consumer Products to take one of its brands direct to retail beginning in early 2004 has caused the retailers currently offering this brand to begin reducing their purchase volumes.

During the second quarter of fiscal year 2004, cost of sales increased to 77.9% of net sales from 76.2% for the same period in fiscal year 2003. The gross margin shortfall is directly related to the reduction in sales.

Marketing and administrative expenses decreased by $630,000, or 18.2%, in the current year quarter compared to the same quarter in the prior year and were 12.8% of net sales for the current quarter compared to 12.2% for the corresponding quarter of the prior year. Savings in commissions, advertising and tradeshow expenditures and compensation totaled $452,000, and savings due to the closure of Burgundy totaled $130,000.

Interest expense for the second quarter of fiscal year 2004 decreased by $154,000 because of a lower average debt balance and reduced interest rates.

Income tax expense for the quarter ended September 28, 2003 includes a provision of $18,000 for federal alternative minimum taxes and state and local income taxes of $70,000. For the quarter ended September 29, 2002, the Company recorded income tax expense of $28,000 related to federal alternative minimum taxes and $55,000 related to estimated state and local taxes. Income tax expense for both periods was reduced by the utilization of a portion of the Company's net operating loss carryforwards.

SIX-MONTH PERIOD ENDED SEPTEMBER 28, 2003 COMPARED TO THE SIX-MONTH PERIOD ENDED SEPTEMBER 29, 2002

Total net sales for the six months ended September 28, 2003 decreased by $5.9 million, or 12.7%, to $40.5 million from $46.3 million for the same period in fiscal year 2003. Net sales of throws decreased by $209,000, or 16.7%, to $1.0 million, as sales volumes of high-end luxury throws have been negatively impacted by the recent downturn in the economy. Net sales of infant and juvenile products decreased by $5.7 million, or 12.5%, to $39.4 million. The decline in sales, which occurred primarily in the second quarter, is attributable to changes in buying patterns by several customers, some of whom lowered on-hand inventory levels in response to the sluggish economy, and changes in internal business strategies. Also, during the second quarter of fiscal 2003, the Company shipped several new product placements to key customers, which were not repeated at the same levels in the current year. The Company's Pillow Buddies(R) business has been comparatively weaker in the current year because seasonal retail dollars have not been allocated to the product for shipment in the second quarter and increased competition for character licenses has driven royalty commitments higher than management is comfortable guaranteeing. In addition, a marketing decision by Disney Consumer Products to take one of its brands direct to retail beginning in early 2004 has caused the retailers currently offering this brand to begin reducing their purchase volumes.

During the six months ended September 28, 2003, cost of sales increased to 77.7% of net sales from 77.6% for the same period in fiscal year 2003. Savings in sourcing were offset by the impact of the decreased revenue.

Marketing and administrative expenses decreased by $629,000, or 9.5%, in the current year compared to the same period in the prior fiscal year and were 14.8% of net sales for the current year compared to 14.3% for the corresponding period of the prior year. Savings in labor and commissions expenses were offset by costs related to the Company's Delaware reincorporation of approximately $260,000.

Interest expense for the six months ended September 28, 2003 decreased by $293,000 because of a lower average debt balance and reduced interest rates.

Income tax expense for the six months ended September 28, 2003 includes a provision for federal alternative minimum taxes of $31,000 and state and local income taxes of $137,000. For the six months ended September 29, 2002, the Company recorded income tax expense of $32,000 related to federal taxes, including alternative minimum taxes, and $72,000 related to estimated state and local taxes. Income tax expense for both periods was reduced by the utilization of a portion of the Company's net operating loss carryforwards.

FINANCIAL POSITION, LIQUIDITY AND CAPITAL RESOURCES

Net cash used in operating activities was $0.3 million for the six months ended September 28, 2003 compared to net cash used by operating activities of $0.9 million for the six months ended September 29, 2002. Net cash provided by investing activities was $0.1 million compared to net cash used in investing activities of $0.2 million in the prior year period. Net cash provided by financing activities was $34,000 compared to net cash provided by financing activities of $1.1 million in the prior year period.

The Company's ability to make scheduled payments of principal, to pay the interest on or to refinance its maturing indebtedness, to fund capital expenditures or to comply with its debt covenants will depend upon future performance. The Company's future performance is, to a certain extent, subject to general economic, financial, competitive, legislative, regulatory and other factors beyond its control. Based upon the current level of operations, the Company believes that cash flow from operations together with revolving credit availability will be adequate to meet liquidity needs.

To reduce its exposure to credit losses and to enhance its cash flow, the Company factors the majority of its trade accounts receivable. The Company's factor establishes customer credit lines and accounts for and collects receivable balances. The factor remits payment to the Company on the average due dates of the factored invoices. The factor assumes all responsibility for credit losses on sales within approved credit lines, but may deduct from its remittances to the Company the amounts of customer deductions for returns, allowances, disputes and discounts. The Company's factor at any time may terminate or limit its approval of shipments to a particular customer. If such a termination occurs, the Company may either assume the credit risks for shipments after the date of such termination or cease shipments to such customer.

FORWARD-LOOKING INFORMATION

This Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon management's current expectations, projections, estimates and assumptions. Words such as "expects," "believes," "anticipates" and variations of such words and similar expressions identify such forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties that may cause future results to differ materially from those suggested by the forward-looking statements. These risks include, among others, general economic conditions, changing competition, the level and pricing of future orders from the Company's customers, the Company's dependence upon third-party suppliers, including some located in foreign countries with unstable political situations, the Company's ability to successfully implement new information technologies and the Company's dependence upon licenses from third parties.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk from changes in interest rates on debt and changes in commodity prices. The exposure to interest rate risk relates to its floating rate debt, $2.2 million of which was outstanding at September 28, 2003 compared to $1.8 million at March 30, 2003. Each 1.0 percentage point increase in interest rates would impact pretax earnings by $22,000 at the debt level of September 28, 2003 and $18,000 at the debt level of March 30, 2003. The exposure to commodity price risk primarily relates to changes in the price of cotton, which is a principal raw material used in a substantial number of the Company's products.

ITEM 4 - CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic filings under the Exchange Act.

Since the Evaluation Date, there have not been any significant changes in the Company's internal controls or in other factors that could significantly affect such controls.

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

From time to time, the Company is involved in various legal proceedings relating to claims arising in the ordinary course of its business. Neither the Company nor any of its subsidiaries is a party to any such legal proceeding the outcome of which, individually or in the aggregate, is expected to have a material adverse effect on the Company's financial condition or results of operations.

Item 2 - Changes in Securities and Use of Proceeds

None

Item 3 - Defaults Upon Senior Securities

None

Item 4 - Submission of Matters to a Vote of Security Holders

The Annual Meeting of Shareholders of the Company was held on November 6, 2003 at the Company's corporate headquarters in Gonzales, Louisiana. The proposals set forth below were voted on at the meeting with the following results:

1. Approval and adoption of a certificate of ownership and merger pursuant to which the Company will merge with and into Crown Crafts Merger Sub, Inc., a newly formed Delaware corporation and wholly owned subsidiary of the Company ("Merger Sub"), with Merger Sub being the surviving corporation. In the merger, each outstanding share of common stock, par value $1.00 per share, of the Company will be converted into one share of common stock, par value $0.01 per share, of Merger Sub. Upon completion of the merger, the surviving corporation will be named "Crown Crafts, Inc." The results were as follows:

<TABLE>
<S> <C>

For	5,416,597
Against	2,700,780
Abstain	95,089
Broker Non-votes	1,292,471

</TABLE>

2. Election of three members to the board of directors to hold office for a three-year term. The results were as follows:

<TABLE>
<CAPTION>

Director Nominee	For	Authority Withheld	Broker Non-votes
Sidney Kirschner	6,681,307	2,582,051	241,579
Zenon S. Nie	6,682,507	2,580,851	241,579
William P. Payne	6,683,081	2,580,277	241,579

<S> <C> <C> <C>

</TABLE>

3. Ratification and approval of director and officer indemnification agreements. The results were as follows:

<TABLE>
<S> <C>

For	6,440,944
Against	2,673,663
Abstain	148,751
Broker Non-votes	241,579

</TABLE>

4. Ratification of appointment of Deloitte & Touche LLP as the independent auditors of the Company or, in the event the merger is approved, as the independent auditors of Merger Sub, in each case for the fiscal year ending March 28, 2004. The results were as follows:

<TABLE>
<S> <C>

For	6,693,467
Against	2,477,025
Abstain	92,866
Broker Non-votes	241,579

</TABLE>

5. Transaction of such other business as may properly come before the annual meeting or any adjournments or postponements thereof. The results were as follows:

<TABLE>
<S> <C>

For	6,477,062
Against	2,549,464
Abstain	236,832
Broker Non-votes	241,579

</TABLE>

Each of the foregoing proposals was set forth and described in the Notice of Annual Meeting and Proxy Statement/Prospectus of the Company dated September 3, 2003.

Item 5 - Other Information

None

Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibits

31.1 Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Executive Officer
31.2 Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Financial Officer
32.1 Section 1350 Certification by the Company's Chief Executive Officer
32.2 Section 1350 Certification by the Company's Chief Financial Officer

(b) Reports on Form 8-K

The Company filed the following Current Reports on Form 8-K during the quarter ended September 28, 2003:

(1) The Company's Current Report on Form 8-K filed with the SEC on August 13, 2003, setting forth under Item 5 of such report an Amended and Restated Rights Agreement dated as of August 6, 2003.

(2) The Company's Current Report on Form 8-K filed with the SEC on August 13, 2003, setting forth under Item 12 of such report a press release discussing the Company's financial results for the first quarter of fiscal year 2004, which ended June 29, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CROWN CRAFTS, INC.

Date: November 12, 2003 /s/ Amy Vidrine Samson

AMY VIDRINE SAMSON
Chief Financial Officer
(duly authorized signatory and
Principal Financial and Accounting
Officer)

Index to Exhibits

<TABLE>
<CAPTION>

Exhibit Number	Description
<S>	<C>
31.1	Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification by the Company's Chief Financial Officer
32.1	Section 1350 Certification by the Company's Chief Executive Officer
32.2	Section 1350 Certification by the Company's Chief Financial Officer

</TABLE>

EXHIBIT 31.1

CERTIFICATION

I, E. Randall Chestnut, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 28, 2003 of Crown Crafts, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and;

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that was materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2003

/s/ E. Randall Chestnut

E. Randall Chestnut
Chairman of the Board,
President & Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION

I, Amy Vidrine Samson, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q for the quarter ended September 28, 2003 of Crown Crafts, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and we have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and;

   (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that was materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2003

/s/ Amy Vidrine Samson

Amy Vidrine Samson
Vice President & Chief Financial Officer

EXHIBIT 32.1

SECTION 1350 CERTIFICATION

I, E. Randall Chestnut, Chairman of the Board, President and Chief Executive Officer of Crown Crafts, Inc. (the "Company"), do hereby certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ending September 28, 2003 (the "Periodic Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 15 U.S.C. Sections 78m or 78o(d); and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 12, 2003

/s/ E. Randall Chestnut

E. Randall Chestnut, Chairman of the Board,
President and Chief Executive Officer

Exhibit 32.2

SECTION 1350 CERTIFICATION

I, Amy Vidrine Samson, Chief Financial Officer of Crown Crafts, Inc. (the "Company"), do hereby certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ending September 28, 2003 (the "Periodic Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 15 U.S.C. Sections 78m or 78o(d); and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: November 12, 2003

/s/ Amy Vidrine Samson

Amy Vidrine Samson, Chief Financial Officer