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

Form 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 28, 2009
or
[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to ______.

Commission file number: 0-14938

STANLEY FURNITURE COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware	**54-1272589**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1641 Fairystone Park Highway, Stanleytown, Virginia 24168
(Address of principal executive offices, Zip Code)

(276) 627- 2000
(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 the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or "smaller reporting company". See definition of "large accelerated filer" "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one):
Large accelerated filer ( ) Accelerated filer (x)
Non-accelerated filer ( ) (Do not check if a smaller reporting company) Smaller reporting company ( )

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ( ) No (x)

As of April 9, 2009, 10,332,179 shares of common stock of Stanley Furniture Company, Inc., par value $.02 per share, were outstanding.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

STANLEY FURNITURE COMPANY, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	March 28, 2009	December 31, 2008
ASSETS		
Current assets:		
Cash	**$ 41,109**	$ 44,013
Accounts receivable, less allowances of $1,841 and $1,644	**21,283**	21,873
Inventories:		
Finished goods	**34,120**	36,803
Work-in-process	**5,931**	3,493
Raw materials	**5,906**	7,048
Total inventories	**45,957**	47,344
Prepaid expenses and other current assets	**4,188**	3,758
Deferred income taxes	**3,873**	3,906
Total current assets	**116,410**	120,894
Property, plant and equipment, net	**35,206**	35,445
Goodwill	**9,072**	9,072
Other assets	**16**	460
Total assets	**$160,704**	$165,871
LIABILITIES		
Current liabilities:		
Current maturities of long-term debt	**$ 1,429**	$ 1,429
Accounts payable	**9,830**	11,236
Accrued salaries, wages and benefits	**6,477**	6,280
Other accrued expenses	**3,339**	4,890
Total current liabilities	**21,075**	23,835
Long-term debt, exclusive of current maturities	**27,857**	27,857
Deferred income taxes	**2,630**	2,778
Other long-term liabilities	**8,235**	8,293
Total liabilities	**59,797**	62,763
STOCKHOLDERS' EQUITY		
Common stock, $.02 par value, 25,000,000 shares authorized and 10,332,179 shares issued and outstanding	**207**	207
Capital in excess of par value	**1,211**	1,058
Retained earnings	**100,227**	102,603
Accumulated other comprehensive loss	**(738)**	(760)
Total stockholders' equity	**100,907**	103,108
Total liabilities and stockholders' equity	**$160,704**	$165,871

The accompanying notes are an integral part of the consolidated financial statements.

STANLEY FURNITURE COMPANY, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	Three Months Ended	
	March 28, 2009	March 29, 2008
Net sales	**$39,764**	$62,534
Cost of sales	**35,022**	51,714
Gross profit	**4,742**	10,820
Selling, general and administrative expenses	**7,817**	8,770
Operating income (loss)	**(3,075)**	2,050
Other income, net	**45**	72
Interest income	**36**	205
Interest expense	**950**	919
Income (loss) before income taxes	**(3,944)**	1,408
Income tax (benefit) expense	**(1,568)**	359
Net income (loss)	**$ (2,376)**	$ 1,049
Earnings (loss) per share:		
Basic	**$ (.23)**	$ .10
Diluted	**$ (.23)**	$ .10
Weighted average shares outstanding:		
Basic	**10,332**	10,332
Diluted	**10,332**	10,354
Cash dividend declared and paid per common share	**$**	$ .10

The accompanying notes are an integral part of the consolidated financial statements.

STANLEY FURNITURE COMPANY, INC.
CONSOLIDATED STATEMENTS OF CASH FLOW
(in thousands)

	Three Months Ended	
	March 28, 2009	March 29, 2008
Cash flows from operating activities:		
Cash received from customers	**$ 40,254**	$ 59,335
Cash paid to suppliers and employees	**(41,596)**	(55,300)
Interest received, net	**20**	196
Income taxes paid, net	**(2,414)**	(2,595)
Net cash provided by operating activities	**(3,736)**	1,636
Cash flows from investing activities:		
Capital expenditures	**(471)**	(82)
Proceeds from sale of assets held for sale, net	**1,303**	
Net cash used by investing activities	**832**	(82)
Cash flows from financing activities:		
Dividends paid		(1,033)
Net cash used by financing activities		(1,033)
Net increase (decrease) in cash	**(2,904)**	521
Cash at beginning of period	**44,013**	31,648
Cash at end of period	**$ 41,109**	$ 32,169
Reconciliation of net income (loss) to net cash provided by operating activities:		
Net income (loss)	**$ (2,376)**	$ 1,049
Depreciation and Amortization	**1,102**	1,379
Deferred income taxes	**(115)**	(222)
Stock-based compensation	**153**	124
Changes in assets and liabilities:		
Accounts receivable	**590**	(3,152)
Inventories	**1,387**	4,800
Prepaid expenses and other current assets	**(2,131)**	188
Accounts payable	**(1,406)**	(2,535)
Accrued salaries, wages and benefits	**232**	993
Other accrued expenses	**(1,582)**	(1,351)
Other assets	**450**	390
Other long-term liabilities	**(40)**	(27)
Net cash provided by operating activities	**$ (3,736)**	$ 1,636

The accompanying notes are an integral part of the consolidated financial statements.

STANLEY FURNITURE COMPANY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)

1. Preparation of Interim Unaudited Consolidated Financial Statements

The consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). In our opinion, these statements include all adjustments necessary for a fair presentation of the results of all interim periods reported herein. All such adjustments are of a normal recurring nature. Certain information and footnote disclosures prepared in accordance with generally accepted accounting principles have been either condensed or omitted pursuant to SEC rules and regulations. However, we believe that the disclosures made are adequate for a fair presentation of results of operations and financial position. Operating results for the interim periods reported herein may not be indicative of the results expected for the year. We suggest that these consolidated financial statements be read in conjunction with the consolidated financial statements and accompanying notes included in our latest Annual Report on Form 10-K.

2. Property, Plant and Equipment

	March 28, 2009	December 31, 2008
Land and buildings	**$ 38,851**	$ 41,615
Machinery and equipment	**63,432**	76,451
Office furniture and equipment	**1,284**	1,384
Construction in process	**591**	120
Property, plant and equipment, at cost	**104,158**	119,570
Less accumulated depreciation	**68,952**	84,125
Property, plant and equipment, net	**$ 35,206**	$ 35,445

3. Debt

	March 28, 2009	December 31, 2008
6.73% senior notes due through May 3, 2017	**$ 25,000**	$25,000
6.94% senior notes due through May 3, 2011	**4,286**	4,286
Total	**29,286**	29,286
Less current maturities	**1,429**	1,429
Long-term debt, exclusive of current maturities	**$ 27,857**	$27,857

4. Employee Benefits Plans

Components of other postretirement benefit cost:

	Three Months Ended	
	March 28, 2009	March 29, 2008
Service cost	**$ 19**	$ 22
Interest cost	**71**	71
Amortization of transition obligation	**33**	33
Amortization of prior service cost	**(2)**	(2)
Amortization of accumulated loss	**5**	7
Net periodic postretirement benefit cost	**$ 126**	$ 131

5. **Stockholders' Equity**

Basic earnings per common share are based upon the weighted average shares outstanding. Outstanding stock options are treated as potential common stock for purposes of computing diluted earnings per share. Basic and diluted earnings per share are calculated using the following share data:

	Three Months Ended	
	March 28, 2009	March 29 2008
Weighted average shares outstanding for basic calculation	**10,332**	10,332
Add: Effect of dilutive stock options		22
Weighted average shares outstanding, adjusted for diluted calculation	**10,332**	10,354

Weighted-average shares issuable upon the exercise of stock options, which were not included in the diluted earnings (loss) per share calculation because they were anti-dilutive, were 1.2 million in 2009 and 1.1 million in 2008, respectively.

A reconciliation of the activity in Stockholders' Equity accounts for the quarter ended March 28, 2009 is as follows:

	Common Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss
Balance, December 31, 2008	$ 207	$ 1,058	$102,603	$ (760)
Net loss			**(2,376)**	
Stock-based compensation		**153**		
Adjustment to net periodic benefit cost				**22**
Balance, March 28, 2009	**$ 207**	**$ 1,211**	**$100,227**	**$ (738)**

The components of other comprehensive income or loss are as follows:

	Three Months Ended	
	March 28, 2009	March 29, 2008
Net income (loss)	**$(2,376)**	$1,049
Adjustment to net periodic benefit cost	**22**	38
Comprehensive income (loss)	**$(2,354)**	$1,087

6. **Restructuring and Related Charges**

In 2008, we took steps to improve our cost structure by consolidating our North Carolina manufacturing operations from two facilities to one and offered a voluntary early retirement incentive for qualified salaried associates. Asset impairment charges were recorded during 2008 to reduce the carrying value of all idle facilities and related machinery and equipment to their net realizable value through accelerated depreciation. Restructuring and related charges in the first quarter of 2009 was $165,000 and consisted of ongoing cost at our Lexington, North Carolina facility until it was sold in the first quarter of 2009.

Restructuring activity for the three months ending March 28, 2009 was as follows:

	Severance and other termination costs	Other Cost	Total
Accrual at January 1, 2009	$ 1,446		$ 1,446
Charges to expense	83	$ 82	165
Cash payments	263	82	345
Accrual at March 28, 2009	$ 1,266	$	$ 1,266

The restructuring accrual for severance and other employee termination cost is classified as "Other accrued expenses".

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations

The following table sets forth the percentage relationship to net sales of certain items included in the Consolidated Statements of Income:

	Three Months Ended	
	March 28, 2009	March 29, 2008
Net sales	**100.0%**	100.0%
Cost of sales	**88.1**	82.7
Gross profit	**11.9**	17.3
Selling, general and administrative expenses	**19.6**	14.0
Operating income (loss)	**(7.7)**	3.3
Other income, net	**.1**	.1
Interest income	**.1**	.3
Interest expense	**2.4**	1.4
Income (loss) before income taxes	**(9.9)**	2.3
Income taxes	**3.9**	.6
Net income (loss)	**(6.0)%**	1.7%

Net sales decreased $22.7 million, or 36.4%, for the three month period ended March 28, 2009, from the comparable 2008 period. The decrease was due primarily to an estimated 38% lower unit volume, resulting from continued weakness in demand, which we believe is due to the current economic recession and is consistent with industry trends. Partially offsetting this lower unit volume was an estimated 2% increase in average unit prices.

Gross profit for the first three months of 2009 decreased to $4.7 million, or 11.9% of net sales, from $10.8 million, or 17.3% of net sales, for the comparable three months of 2008. Restructuring and related charges of $165,000 and $220,000 are included in gross profit for the first three months of 2009 and 2008, respectively. We expect no additional cost related to these previously announced restructuring plans. The decline in gross profit for the period ending March 28, 2009, resulted primarily from lower sales and production levels. This decline was partially mitigated by cost savings primarily from restructuring steps taken in 2008 which resulted in approximately $1 million to $2 million in savings during the first quarter of 2009.

Selling, general and administrative expenses decreased to $7.8 million, or 19.6% of net sales, for the three month period of 2009 from $8.8 million, or 14.0% of net sales, for the comparable three month period of 2008. These expenses declined primarily due to lower selling expenses resulting from decreased sales and cost control initiatives.

As a result of the above, operating loss as a percentage of net sales was 7.7% for the three month period of 2009 compared to operating income of 3.3% for the comparable 2008 period.

Interest income for the three month period of 2009 decreased due primarily to lower earnings on invested cash.

The effective tax rate for 2009 is expected to be 39.8%, compared to 21.1% for 2008. The higher effective tax rate is due to the expected impact of permanent differences on loss before income taxes. The primary permanent difference is the increase in cash surrender value of life insurance policies, which are used to fund our deferred compensation plan. We expect this relationship to continue, but the impact on the effective tax rate will depend on future earnings.

Financial Condition, Liquidity and Capital Resources

Sources of liquidity include cash on hand and cash generated from operations. We expect these sources of liquidity to be adequate for ongoing expenditures, debt payments and capital expenditures for the foreseeable future. We believe that cash on hand will be adequate during 2009 in the event we do not generate cash from operations. Working capital, excluding cash and current maturities of long-term debt, increased $1.2 million during the first three months of 2009 to $55.7 million from $54.5 million at 2008 year end. The increase was primarily due to lower accounts payable partially offset by lower inventories.

Cash used by operations was $3.7 million in the first three months of 2009 compared to cash generated of $1.6 million in the 2008 period. The decrease was primarily due to lower receipts from customers due to lower sales.

Net cash provided by investing activities was $832,000 in the 2009 period compared to cash used of $82,000 in 2008. Sale of assets provided cash from investing activities during the first quarter of 2009, which were included in prepaid expenses and other current assets at December 31, 2008.

No cash was provided or used by financing activities in the 2009 period compared to cash used of $1.0 million in the 2008 period. In the 2008 period, cash from operations provided funds for the payment of cash dividends. In January 2009, our Board of directors voted to suspend quarterly cash dividend payments.

At March 28, 2009, long-term debt including current maturities was $29.3 million. Debt service requirements are $1.4 million in 2009 and 2010, $5.0 million in 2011, and $3.6 million in 2012 and 2013. In January 2009, we entered into an amendment to our note agreement providing that two financial covenants relating to operating income and earnings not apply during 2009. Instead, this amendment requires that we maintain unrestricted cash of at least $20 million and maintain earnings before interest and taxes (as defined in our note agreement) of not less than a loss of $10 million for each twelve month period ending each quarter in 2009. At March 28, 2009, our cash on hand was $41.1 million and our earnings before interest and taxes (as defined in our note agreement) for the twelve months ended March 28, 2009 was $9.9 million. In the event of noncompliance with these amended covenants in 2009 or with the two financial covenants relating to operating income and earnings that will apply after 2009, we would have to seek waivers or additional amendments. If we are not able to obtain such waivers or amendments from our lenders, then we would need to seek other funding or use our cash on hand to repay the lenders. Cash on hand at March 28, 2009 was $41.1 million and total debt was $29.3 million.

We are including earnings before interest and taxes (as defined in our note agreement) for the twelve months ended March 28, 2009, which is a financial measure not derived in accordance with generally accepted accounting principles in the United States of America, to quantify our compliance with a financial covenant in our note agreement, and not as a measure of operating results. The following table sets forth a reconciliation to income (loss) before income taxes for the twelve months ended March 28, 2009 (dollars are shown in thousands):

	Twelve Months Ending March 28, 2009
Income (loss) before income taxes	$ (589)
Interest expense, net	3,411
Restructuring charge	7,050
Earnings before interest and taxes (as defined in our note agreement)	$ 9,872

Critical Accounting Policies

There have been no material changes to our critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations", included in our 2008 Annual Report on Form 10-K.

Forward-Looking Statements

Certain statements made in this report are not based on historical facts, but are forward-looking statements. These statements can be identified by the use of forward-looking terminology such as "believes," "estimates," "expects," "may," "will," "should," or "anticipates," or the negative thereof or other variations thereon or comparable terminology, or by discussions of strategy. These statements reflect our reasonable judgment with respect to future events and are subject to risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such risks and uncertainties include the cyclical nature of the furniture industry, business failures or loss of large customers, competition in the furniture industry including competition from lower-cost foreign manufacturers, disruptions in offshore sourcing including those arising from supply or distribution disruptions or those arising from changes in political, economic and social conditions, as well as laws and regulations, in China or other countries from which we source products, international trade policies of the United States and countries from which we source products, manufacturing realignment, the inability to obtain sufficient quantities of quality raw materials in a timely manner, the inability to raise prices in response to inflation and increasing costs, failure to anticipate or respond to changes in consumer tastes and fashions in a timely manner, environmental, health and safety compliance costs, and extended business interruption at manufacturing facilities. Any forward-looking statement speaks only as of the date of this filing, and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new developments or otherwise.

ITEM 3. <u>Quantitative and Qualitative Disclosures about Market Risk</u>

None of our foreign sales or purchases are denominated in foreign currency and we do not have any foreign currency hedging transactions. While our foreign purchases are denominated in U.S. dollars, a relative decline in the value of the U.S. dollar could result in an increase in the cost of our products obtained from offshore sourcing and reduce our earnings or increase our losses, unless we are able to increase our prices for these items to reflect any such increased cost.

ITEM 4. <u>Controls and Procedures</u>

(a) Evaluation of disclosure controls and procedures. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

(b) Changes in internal controls over financial reporting. There were no changes in our internal control over financial reporting that occurred during the first quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 6. Exhibits

3.1 Restated Certificate of Incorporation of the Registrant as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Form 10-Q (Commission File No. 0-14938) for the quarter ended July 2, 2005).

3.2 By-laws of the Registrant as amended (incorporated by reference to Exhibit 3 to the Registrant's Form 8-K (Commission File No. 0-14938) filed December 7, 2007).

31.1 Certification by Albert L. Prillaman, our Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.(1)

31.2 Certification by Douglas I. Payne, our Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (1)

32.1 Certification of Albert L. Prillaman, our Chief Executive Officer, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002. (1)

32.1 Certification of Douglas I. Payne, our Chief Financial Officer, pursuant to 18 U. S. C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002. (1)

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(1) Filed herewith

SIGNATURE

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

Date: April 15, 2009

STANLEY FURNITURE COMPANY, INC.
By: /s/ Douglas I. Payne
Douglas I. Payne
Executive V.P. – Finance & Administration
and Secretary
(Principal Financial and Accounting Officer)

Exhibit 31.1

I, Albert L. Prillaman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stanley Furniture Company, 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 in this report.

4. The registrant's other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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 has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer 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: April 15, 2009

/s/Albert L. Prillaman
Albert L. Prillaman
Chief Executive Officer

Exhibit 31.2

I, Douglas I. Payne, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Stanley Furniture Company, 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 in this report.

4. The registrant's other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) 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

   (d) 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 has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer 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: April 15, 2009

/s/Douglas I. Payne
Douglas I. Payne
Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Stanley Furniture Company, Inc. (the “Company”) Quarterly Report on Form 10-Q for the period ended March 28, 2009 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Albert L. Prillaman, Chief Executive Officer of the Company certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1). The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Date: April 15, 2009

/s/Albert L. Prillaman
Albert L. Prillaman
Chief Executive Officer

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Stanley Furniture Company, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended March 28, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Douglas I. Payne, Chief Financial Officer of the Company certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1). The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

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

Date: April 15, 2009

/s/Douglas I. Payne
Douglas I. Payne
Chief Financial Officer