



DIVISION OF
CORPORATION FINANCE

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

February 28, 2012

Via facsimile

Mr. David R. Callen, Vice President, Finance and Treasurer
Ethan Allen Interiors, Inc.
Ethan Allen Drive
Danbury, CT 06811

**Re: Ethan Allen Interiors, Inc.
Form 10-K for the Year Ended June 30, 2011
Filed August 18, 2011
File No. 1-11692**

Dear Mr. Callen:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing any the information you provide in response to these comments, we may have additional comments.

Fiscal 2011 compared to Fiscal 2010, page 24

Retail Operating Loss, page 26

1. We note here and elsewhere in the filing that you have made changes in your commission structure. To the extent that these changes materially impacted your results of operations or may materially impact future results of operations or liquidity, please clarify what changes were made to the commission structure in future filings.

Interest and Other Income, net, page 26

2. Please further explain to us the nature of the \$1.5 million out of period adjustment. To the extent that this adjustment should have been recorded in previously reported periods, please also address how you determined that it was not material for restatement.

Consolidated Statement of Cash Flows, page 38

3. We note that you have classified changes in restricted cash as an investment activity on your statement of cash flows. Please explain in detail how this classification is consistent with ASC Topic 230. In this regard, please tell us your consideration of presenting the changes in restricted cash balances as operating or financing activities.

Footnotes to the Financial Statements

(8) Leases, page 48

4. We note that you have operating leases for retail space and transportation equipment. Please tell us how you evaluated the requirements of ASC Topic 840-10-25-14. In this regard, please explain whether these leases contain nonperformance related default covenants, material adverse change clauses, cross-default provisions or subjective default provisions, and if so, how you evaluated such covenants and provisions.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In responding to our comments, please provide a written statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

You may contact Mindy Hooker at (202) 551-3732 or me at (202) 551-3768 with any questions.

Sincerely,

/s/ John Cash

John Cash
Branch Chief