

FORM 4

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

| OMB APPROVAL | |
|--|-----------|
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

| | | | | | |
|---|---------|---|---|---|--|
| 1. Name and Address of Reporting Person* ELLEY KHUSRO | | 2. Issuer Name and Ticker or Trading Symbol ETHAN ALLEN INTERIORS INC [NYSE: ETH] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP Financial Services, Retail | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/25/2004 | | |
| ETHAN ALLEN INTERIORS INC., ETHAN ALLEN DRIVE | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | |
| DANBURY, CT 06811 | | | | | |
| (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 | | | |

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. SEC 1474 (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(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|--|--|--|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Ethan Allen Common Stock - Options | \$ 41.35 | 03/25/2004 | | A | | 250 | | 03/25/2005 | 03/25/2014 | Ethan Allen Common Stock - Options | 250 | \$ 0 | 4,975 | D | |
| Ethan Allen Common Stock - Options | \$ 41.35 | 03/25/2004 | | A | | 250 | | 03/25/2006 | 03/25/2014 | Ethan Allen Common Stock - Options | 250 | \$ 0 | 5,225 | D | |
| Ethan Allen Common Stock - Options | \$ 41.35 | 03/25/2004 | | A | | 250 | | 03/25/2007 | 03/25/2014 | Ethan Allen Common Stock - Options | 250 | \$ 0 | 5,475 | D | |
| Ethan Allen Common Stock - Options | \$ 41.35 | 03/25/2004 | | A | | 250 | | 03/25/2008 | 03/25/2014 | Ethan Allen Common Stock - Options | 250 | \$ 0 | 5,725 | D | |

Reporting Owners

| Relationships |
|---------------|
|---------------|

| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other |
|--|----------|-----------|-------------------------------|-------|
| ELLEY KHUSRO ETHAN ALLEN INTERIORS INC. ETHAN ALLEN DRIVE DANBURY, CT 06811 | | | VP Financial Services, Retail | |

Signatures

| | | |
|--|--|---------------------|
| Khusro Elley | | 03/28/2004 |
| <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).

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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