



**NOBILITY HOMES, INC.**

**Notice and Proxy Statement**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD FEBRUARY 27, 2009**

TO THE HOLDERS OF COMMON STOCK:

PLEASE TAKE NOTICE that the annual meeting of the shareholders of NOBILITY HOMES, INC. will be held on Friday, the 27<sup>th</sup> day of February, 2009, at 10:00 A.M. local time, at our executive offices, 3741 S.W. 7<sup>th</sup> Street, Ocala, Florida.

The meeting will be held for the following purposes:

1. To elect as directors the five nominees named in the attached proxy statement to serve terms expiring at the annual meeting of shareholders to be held in 2010 and until their successors have been elected and qualified.
2. To transact such other business as may properly come before the meeting or any adjournment.

**To be sure that your shares will be represented at the meeting, please date, sign and return your proxy, even if you plan to attend in person. A form of proxy and a self-addressed, postage prepaid envelope are enclosed. If you do attend the meeting, you may withdraw your proxy and vote in person.**

By Order of the Board of Directors,

Jean Etheredge, Secretary

DATED: February 4, 2009

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## **NOBILITY HOMES, INC.**

### **PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS TO BE HELD FEBRUARY 27, 2009**

This proxy material and the enclosed form of proxy are being sent to the shareholders of Nobility Homes, Inc. on or about February 4, 2009, in connection with the solicitation by our board of directors of proxies to be used at the annual meeting of our shareholders. The meeting will be held at our executive offices, 3741 S.W. 7<sup>th</sup> Street, Ocala, Florida, at 10:00 A.M. local time, on Friday, February 27, 2009.

If the enclosed form of proxy is executed and returned, you may revoke it at any time if it has not yet been exercised, by delivering a later dated proxy or written notice of revocation to our corporate secretary or by attending the annual meeting and electing to vote in person. The shares represented by the proxy will be voted unless the proxy is received in such form as to render it not votable. The proxy is in ballot form so that you may specifically grant or withhold authority to vote for the election of each director. Unless you direct otherwise, the shares represented by the proxy will be voted "for" the election of each director nominated by the board of directors. Directors will be elected by a plurality of the votes cast by shares entitled to vote at the meeting. Therefore, assuming the presence of a quorum, abstentions and broker non-votes will have no effect on the outcome of the vote.

Shareholders of record at the close of business on January 16, 2009 will be entitled to vote. Each share of common stock is entitled to one vote on any matter to come before the meeting. As of January 16, 2009, we had 4,069,546 shares of common stock outstanding and entitled to vote.

The complete mailing address of our principal executive office is P.O. Box 1659, Ocala, Florida 34478.

## PRINCIPAL HOLDERS OF OUR COMMON SHARES

The following table sets forth, as of January 16, 2009, information as to our \$.10 par value common stock owned beneficially, directly or indirectly, (1) by each person who is known by us to own beneficially more than 5% of our outstanding voting securities, (2) by each director, (3) by each executive officer named in the summary compensation table set forth elsewhere herein and (4) by all directors and executive officers as a group:

<b><u>Name and Address of Beneficial Owner</u></b> <sup>(1)</sup>	<b><u>Number of Common Shares Beneficially Owned</u></b> <sup>(1)(2)</sup>	<b><u>Percent of Class</u></b>
Terry E. Trexler Irrevocable Trust <sup>(3)</sup> Kay Charlton, Trustee <sup>(5)</sup> P. O. Box 2146 Winter Park, Florida 32790	2,180,535 <sup>(4)</sup>	53.6%
Terry E. Trexler <sup>(6)</sup> 3741 S.W. 7th Street Ocala, Florida 34474	3,057 <sup>(7)</sup>	*
Thomas W. Trexler <sup>(8)</sup> 3741 S.W. 7th Street Ocala, Florida 34474	409,945 <sup>(9)</sup>	10.1%
Richard C. Barberie <sup>(8)</sup> 15300 SE 140 Avenue Road Weirsdale, Florida 32195	850	*
Robert P. Holliday <sup>(8)</sup> 931 NW 37 <sup>th</sup> Avenue Ocala, Florida 34475	4,935	*
Robert P. Saltsman <sup>(8)</sup> 222 South Pennsylvania Avenue, Suite 200 Winter Park, Florida 32789	2,537	*
GAMCO Investors, Inc. <sup>(10)</sup> One Corporate Center Rye, New York 10580	280,167	6.9%
Directors and executive officers (7 persons)	469,535	11.5%

\*Less than 1%

(1) Unless otherwise noted, information contained in this table is based upon information furnished by the beneficial owners.

- (2) Unless otherwise noted, all shares are owned directly with sole voting and dispositive power.
- (3) Mr. Terry Trexler established this trust for personal estate and tax planning reasons. Mr. Trexler is the sole beneficiary of the trust and has no voting or dispositive power with respect to the shares held by the trust.
- (4) All shares are owned directly by the Terry E. Trexler Irrevocable Trust. Ms. Charlton has no pecuniary interest in the shares.
- (5) Ms. Charlton is the trustee of the Terry E. Trexler Irrevocable Trust and, as such, is vested with sole voting and dispositive power with respect to all shares owned by the trust.
- (6) Mr. Terry Trexler is our president and chairman of the board. Additional information is contained under “Nomination and Election of Directors”.
- (7) Includes 2,040 shares held in trust for the benefit of Mr. Trexler’s grandchild and 1,017 shares owned through our 401(k) plan.
- (8) Mr. Thomas Trexler is our executive vice president and director. Messrs. Barberie, Holliday and Saltsman are our directors. Additional information is contained under “Nomination and Election of Directors”.
- (9) Includes 1,076 shares owned through our 401(k) plan.
- (10) GAMCO Investors, Inc., GGCP, Inc., Gabelli Funds, LLC, GAMCO Asset Management Inc., Gabelli Securities, Inc., Gabelli & Company, Inc., MJG Associates, Inc., Gabelli Foundation, Inc., Mario Gabelli, Teton Advisors, Inc. and LICT Corporation collectively beneficially own the shares. Information is based solely from a Schedule 13D/A filed with the SEC on July 1, 2008.

## **NOMINATION AND ELECTION OF DIRECTORS**

At the meeting, a board of five directors will be elected to serve for one year and until the election and qualification of their successors. Your proxy will be voted, unless you withhold authority to do so, for the election as directors of the persons named below, who have been nominated by our current board of directors.

Our bylaws provide that the board of directors shall be made up of no fewer than one nor more than ten directors. The current board of directors has determined that five directors are appropriate for the present time. Proxies cannot be voted for more than five nominees.

Each nominee has consented to being named as such in this proxy statement and is presently available for election. Each nominee presently is a member of the board, having been elected as such at the last annual meeting of the shareholders.

If any nominee should become unavailable, the persons voting the accompanying proxy may, in their discretion, vote for a substitute. Additional information concerning the nominees, based on data furnished by them, is set forth below. Terry E. Trexler is the father of Thomas W. Trexler.

**The board of directors recommends a vote “for” the election of each of the following nominees. Proxies solicited by the board of directors will be so voted unless shareholders specify in their proxies a contrary choice.**

Name (Age)	Principal Occupation or Employment; Certain Other Directorships	Year First Became Director
Terry E. Trexler (69)	Our chairman of the board, chief executive officer and president for more than five years; Mr. Trexler is also president of TLT, Inc.	1967
Thomas W. Trexler (45)	Our executive vice president and chief financial officer since December 1994; president of Prestige Home Centers, Inc. since June 1995; director of Prestige since 1993 and vice president from 1991 to June 1995; president of Mountain Financial, Inc. since August 1992; vice president of TLT, Inc. since September 1991	1993
Richard C. Barberie (70)	Our vice president of purchasing from December 1994 until his retirement in June 1995; our executive vice president for more than five years prior to December 1994	1975
Robert P. Holliday (70)	President of Chariot Eagle, Inc. (which is engaged in the park model and manufactured home business) since 1984 and president of Chariot Eagle-West, Inc. since 1995	1996
Robert P. Saltsman (56)	Attorney and CPA in private practice since 1983; prior to 1983 Mr. Saltsman was employed as a CPA by Arthur Andersen & Co. in Orlando, Florida	1988

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Under Section 16(a) of the Securities Exchange Act, a Form 4 reporting the acquisition or disposition of Nobility securities by an officer, director or 10% shareholder must be filed with the Securities and Exchange Commission no later than the second business day after the date on which the transaction occurred unless certain exceptions apply. Most transactions not reported on Form 4 must be reported on Form 5 within 45 days after the end of our fiscal year. Based on information provided by our directors and executive officers, during the fiscal year ended November 1, 2008, all required reports were filed on a timely basis.

## **BOARD OF DIRECTORS AND COMMITTEES**

Our board of directors is comprised of a majority of independent directors. The board of directors has determined that Messrs. Richard Barberie, Robert Holliday and Robert Saltsman are all independent according to current NASDAQ rules. During the fiscal year ended November 1, 2008, the board of directors held four regular meetings. All directors attended 100% of the meetings of the board of directors and committees of the board on which they served.

Our board of directors has established three standing committees; a compensation committee, an audit committee and a nominating committee.

Compensation Committee. The compensation committee is presently comprised of Messrs. Richard Barberie, Robert Holliday and Robert Saltsman. The compensation committee

meets each quarter and recommends to the board of directors the salaries and bonuses, if any, to be paid to the executive officers. The compensation committee has a written charter which is available on our website at [www.nobilityhomes.com](http://www.nobilityhomes.com). The compensation committee met four times during fiscal year 2008.

Audit Committee. The audit committee has been established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act. During fiscal 2008, the audit committee was comprised of Messrs. Robert Saltsman, Robert Holliday and Richard Barberie, all of whom are considered independent under current NASDAQ rules. The audit committee has a written charter which establishes the scope of the committee's responsibilities and how it is to carry out those responsibilities. The audit committee charter charges the committee with overseeing management's conduct of our financial reporting process, including: (1) the integrity of our financial statements, (2) our compliance with legal and regulatory requirements, and (3) the independence and performance of our internal and external auditors. The audit committee charter is available on our website at [www.nobilityhomes.com](http://www.nobilityhomes.com). The audit committee met four times during fiscal 2008.

The board of directors has determined that Mr. Robert Saltsman is the audit committee financial expert, and is independent under current NASDAQ rules.

Nominating Committee. The board of directors has established a nominating committee comprised of Messrs. Robert Saltsman, Robert Holliday and Richard Barberie, all of whom are considered independent under current NASDAQ rules. The nominating committee's charter is available on our website at [www.nobilityhomes.com](http://www.nobilityhomes.com). The nominating committee will consider suggestions for potential director nominees nominated by our board from many sources, including management and our shareholders. Any such nominations, together with appropriate biographical information, should be submitted to the nominating committee by October 2, 2009.

In evaluating director nominees, including candidates submitted by shareholders, the nominating committee will consider the candidate's experience, integrity, ability to make independent analytical inquiries, understanding of our business environment and willingness to devote adequate time to board duties. The nominating committee will also consider whether a candidate meets the definition of "independent director" under NASDAQ rules. There are no stated minimum criteria for director nominees, and the nominating committee may also consider such other factors as it deems to be in the best interest of Nobility and its shareholders.

## **EXECUTIVE COMPENSATION**

### **Overview**

The compensation committee of our board of directors established, subject to the approval of the full board of directors, the compensation for our chief executive officer and our chief financial officer, who are our only officers whose total compensation for the fiscal year ended November 1, 2008 exceeded \$100,000. We refer to these individuals as the "named executive officers."

Because we are a small company, our compensation committee has sought to avoid the expense of retaining an outside compensation consultant to assist the committee with compensation plan design. The compensation committee takes into consideration recommendations of our CEO for compensation for officers other than our CEO.

Base Salary. The compensation committee sets salary levels for named executive officers so as to reflect the duties and level of responsibilities inherent in the position and current economic conditions relating to our business. In establishing salary levels, the compensation committee considers the particular qualifications and level of experience of the individual holding the position in establishing a salary level when the individual is first appointed to a given position.

At his request, our CEO's base salary has remained fixed for the last five fiscal years because a major incentive for his performance is the value of his substantial stock ownership in Nobility. Our CFO receives the same base salary as our CEO, with the majority of his compensation paid as quarterly incentive compensation. Due to the challenging economic environment in which we currently operate, we did not increase our CFO's base salary for fiscal 2007, 2008 or 2009.

Quarterly Incentive Bonuses. We provide certain employees, including the named executive officers, the opportunity to earn a quarterly incentive bonus based on an evaluation of the employee's individual performance and our performance. The bonus pool is based on a specified percentage earnings before interest and taxes for the quarter. The bonus pool is divided among eligible employees on a discretionary rather than formulaic basis. In considering bonuses for named executive officers other than the chief executive officer, the compensation committee consults with our chairman and chief executive officer regarding instances of exceptional effort demonstrated by an employee. No named executive officer is automatically entitled to a bonus or a bonus in any particular amount. Due to the downturn in our sales and earnings during fiscal 2008, our CFO's bonus for fiscal 2008 was smaller than for fiscal 2007, and our CEO did not receive a bonus for fiscal 2008.

**Summary Compensation Table  
for fiscal years ended November 1, 2008 and November 3, 2007**

The following table provides information about all compensation awarded to, earned by or paid to our named executive officers during the fiscal years ended November 1, 2008 and November 3, 2007.

Name and Principal Positions	Year	Salary	Non-Equity Incentive Plan Compensation	All Other Compensation <sup>(1)</sup>	Total
<b>Terry E. Trexler</b> President, chief executive officer	2008	\$ 93,500	\$ —	\$ 40,658	\$ 134,158
	2007	\$ 93,500	\$ 54,800	\$ 40,631	\$ 188,931
<b>Thomas W. Trexler</b> Executive vice president and chief financial officer	2008	\$ 93,500	\$ 51,134	\$ 17,904	\$ 162,538
	2007	\$ 93,500	\$ 169,500	\$ 17,456	\$ 280,456

- (1) All other compensation for Mr. Terry E. Trexler for fiscal years 2008 and 2007 includes \$39,395 in insurance premiums paid or accrued by us on two term life insurance policies on the life of Mr. Terry E. Trexler. The proceeds of the two policies will be paid to Mr. Trexler's designated beneficiaries in the event of his death. The balance consists of the portion of a car allowance attributable to Mr. Trexler's personal use of a company-provided car. All other compensation for Mr. Thomas W. Trexler for fiscal years 2008 and 2007 includes \$16,220 in insurance premiums paid or accrued by us on a term insurance policy on the life of Mr. Thomas W. Trexler. In the event of Mr. Trexler's death, the proceeds will be paid to Mr. Trexler's designated beneficiaries. The balance consists of the portion of a car allowance attributable to Mr. Trexler's personal use of a company-provided car.

We did not grant any stock options, restricted stock awards or other equity-based awards to the named executive officers during fiscal 2008. No equity awards vested for our named executive officers during fiscal 2008, and our named executive officers did not exercise any stock options or hold any stock options or other equity awards at the end of fiscal 2008.

**Independent Director Compensation  
For fiscal year ended November 1, 2008**

The following table summarizes compensation to independent directors for the fiscal year ended November 1, 2008. Directors who are not employees of Nobility Homes receive a fee of \$2,000 payable quarterly. The chairman of the Audit Committee receives an additional \$1,250 payable in quarterly installments. We do not provide our independent directors with any compensation, equity awards or other benefits other than cash fees. No directors hold any stock options or other awards under our stock option plan.

<b>Name</b>	<b>Total Fees Earned or Paid in Cash</b>
Richard C. Barberie	\$ 8,000
Robert P. Holliday	\$ 8,000
Robert P. Saltsman	\$ 36,500 <sup>(1)</sup>

- (1) The board of directors approved Robert Saltsman in his capacity as chairman of the audit committee to work with the Internal Revenue Service in connection with the IRS examination. The amount shown includes \$23,500 approved by the board of directors for Mr. Saltsman's additional work.

## AUDIT COMMITTEE REPORT

The purpose of the audit committee is to assist the board of directors in its oversight of management's conduct of our financial reporting process. During the fiscal year ended November 1, 2008, the audit committee was comprised of Messrs. Robert Saltsman, Robert Holliday and Richard Barberie, each of whom is "independent" under current NASDAQ rules. For the fiscal year ended November 1, 2008 the audit committee:

- Reviewed and discussed our fiscal 2008 audited financial statements with management and representatives of McGladrey & Pullen, LLP, our independent public accountants;
- Discussed with McGladrey & Pullen, LLP the matters required to be discussed by Statement on Auditing Standards Nos. 61, 89, 90 and 114;
- Received the written disclosures and the letter from McGladrey & Pullen, LLP mandated by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and discussed with McGladrey & Pullen, LLP its independence; and
- Based on the foregoing review, discussions and disclosures, recommended to the board of directors that our audited financial statements for the fiscal year ended November 1, 2008 be included in our annual report on Form 10-K for the fiscal year for filing with the U.S. Securities and Exchange Commission.

Robert Saltsman, Chairman  
Robert Holliday  
Richard Barberie

## **CERTAIN TRANSACTIONS**

During the fiscal years ended 2008 and 2007, our audit committee approved the following related party transaction:

- We are the owner and beneficiary of three life insurance policies on the life of Terry E. Trexler, our Chairman of the Board and President, having an aggregate death benefit of approximately \$2 million. In September 2001, we entered into an agreement with Mr. Trexler pursuant to which the proceeds of these life insurance policies will be used to purchase shares of our common stock from his estate. The number of shares to be purchased will be determined by dividing the amount of the insurance proceeds by the average closing price of our common stock for the five days prior to Mr. Trexler's death.

### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

On June 5, 2007, we were notified that certain partners of Tedder, James, Worden & Associates, P.A. ("Tedder, James") had merged with McGladrey & Pullen, LLP ("McGladrey") and that Tedder, James would no longer be our auditor. McGladrey was appointed as the Company's new auditor on June 8, 2007. This change was approved by the audit committee.

The audit reports of Tedder, James on our consolidated financial statements as of and for the year ended November 4, 2006 and the subsequent interim period through June 8, 2007, did not contain an adverse opinion or a disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope or accounting principles. In connection with the audits of our consolidated financial statements for the fiscal year ended November 4, 2006 and through June 8, 2007, there were: (1) no disagreements between us and Tedder, James on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Tedder, James, would have caused Tedder, James, to make reference to the subject matter of the disagreement in their reports on our financial statements for such years, and (2) no reportable events within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

During the fiscal year ended November 4, 2006 and through June 8, 2007, we did not consult with McGladrey on (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that may be rendered on our financial statements, and McGladrey did not provide either a written report or oral advice to us that McGladrey concluded was an important factor considered by us in reaching a decision as to any accounting, auditing or financial reporting issue; or (ii) the subject of any disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a reportable event within the meaning set forth in Item 304(a)(1)(v) of Regulation S-K.

A letter from Tedder, James is attached as an exhibit to our current report on Form 8-K filed with the Securities and Exchange Commission on June 11, 2007.

The board of directors has selected McGladrey to serve as our independent certified public accountants for the current fiscal year ending October 31, 2009. A representative of

McGladrey is expected to be present at the annual meeting of shareholders and will be accorded the opportunity to make a statement, if he so desires, and to respond to appropriate questions from shareholders.

The following table provides information relating to the fees McGladrey, RSM McGladrey, Inc. (an affiliate of McGladrey) and Tedder, James billed or will bill to us for the fiscal years ended November 1, 2008 and November 3, 2007.

	<u>Audit Fees</u>	<u>Tax Fees</u>	<u>All Other Fees</u>	<u>Total Fees</u>
<b>Fiscal Year 2008:</b>				
McGladrey and RSM McGladrey, Inc.	\$ 65,000 <sup>(1)</sup>	\$ 0	\$ 15,750 <sup>(3)</sup>	\$ 80,750
<b>Fiscal Year 2007:</b>				
McGladrey and RSM McGladrey, Inc.	\$ 59,000 <sup>(1)</sup>	\$ 10,000 <sup>(2)</sup>	\$ 0	\$ 69,000
Tedder, James	\$ 10,000 <sup>(1)</sup>	\$ 0	\$ 13,831 <sup>(4)</sup>	\$ 23,831

- (1) Audit fees include all fees for services in connection with the annual audit of our financial statements and review of our quarterly financial statements.
- (2) Tax fees are for preparation of federal and state income tax returns. The audit committee discussed these services with RSM McGladrey, Inc. and determined that their provision would not impair the independence of McGladrey.
- (3) All other fees for fiscal year 2008 include tax consulting fees related to amending the 2006 tax return and changing tax accounting methods.
- (4) All other fees for fiscal year 2007 include services in connection with an ongoing IRS examination for the years ended November 6, 2004 and November 1, 2003.

All decisions regarding selection of independent accounting firms and approval of accounting services and fees are made by our audit committee in accordance with the provisions of the Sarbanes-Oxley Act of 2002. There are no exceptions to the policy of securing pre-approval of our audit committee for any service provided by our independent accounting firm.

## **SHAREHOLDER PROPOSALS AND COMMUNICATION WITH THE BOARD OF DIRECTORS**

Any shareholder desiring to present a proposal to be included in our proxy statement pursuant to Rule 14a-8 for the next annual meeting of the shareholders scheduled to be held in early March 2010, should submit a written copy of such proposal to our principal offices no later than October 7, 2009. Notice of a shareholder proposal submitted otherwise than pursuant to Rule 14a-8 will be considered untimely if received after December 21, 2009, and the persons named in proxies solicited by our board for the annual meeting of shareholders to be held in 2010 may exercise discretionary voting power with respect to any such proposal as to which we do not receive timely notice. Proposals should be submitted by certified mail, return receipt requested.

Shareholders who wish to communicate with the board of directors or with a particular director may send a letter to our corporate secretary at P.O. Box 1659, Ocala, Florida 34478. The mailing envelope should contain a clear notation indicating that the enclosed letter is a "Shareholder-Board Communication" or "Shareholder-Director Communication." All such letters should identify the author as a shareholder and clearly state whether the intended recipients are all members of the board or just certain specified individual directors. Our corporate secretary will make copies of all such letters and circulate them to the appropriate director or directors.

We do not have a formal policy requiring directors to attend annual meetings. However, because the annual meeting generally is held on the same day as a regular board meeting, we anticipate that directors will attend the annual meeting unless, for some reason, they are unable to attend the board meeting on the same date. All directors attended the 2008 annual meeting.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF  
PROXY MATERIALS FOR THE SHAREHOLDER MEETING  
TO BE HELD ON FEBRUARY 27, 2009**

A copy of our annual report for the fiscal year ended November 1, 2008 accompanies this proxy statement. The proxy statement and our annual report to shareholders are also available online at: [www.nobilityhomes.com/investor relations](http://www.nobilityhomes.com/investor%20relations). A shareholder who would like to obtain an additional copy of the proxy statement or annual report may obtain one by (i) writing to our corporate secretary at Post Office Box 1659, Ocala, Florida 34478; (ii) by calling our corporate secretary at the following toll-free number 1-800-476-6624; or (iii) by downloading a copy at [www.nobilityhomes.com/investor relations](http://www.nobilityhomes.com/investor%20relations). A shareholder who would like to obtain directions to the annual meeting may (i) write to our corporate secretary at the address above or (ii) call the corporate secretary at the toll-free number listed above.

**OTHER MATTERS**

Management does not know of any other matters to come before the meeting. However, if any other matters properly come before the meeting, it is the intention of the persons designated as proxies to vote in accordance with their best judgment on such matters.

**EXPENSES OF SOLICITATION**

The cost of soliciting proxies will be borne by us. We do not expect to pay any compensation for the solicitation of proxies but may reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their expenses of sending proxy material to principals and obtaining their proxies.

**Please specify your choices, date, sign and return the enclosed proxy in the enclosed envelope, postage for which has been provided. A prompt response is helpful. Your cooperation will be appreciated.**