

INTERFACE INC
Form 4
February 26, 2007

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WILLOCH RAYMOND S

(Last) (First) (Middle)

2859 PACES FERRY
ROAD, OVERLOOK III, SUITE
2000

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
INTERFACE INC [IFSLA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Class B Common Stock | 02/22/2007 | | C | (1) | 27,000 | D | \$ 0 114,514 (2) |
| Class A Common Stock | 02/22/2007 | | C | (1) | 27,000 | A | \$ 0 62,883 |
| Class A Common Stock | 02/22/2007 | | S | (3) | 63 | D | \$ 16.29 62,820 |
| Class A Common Stock | 02/22/2007 | | S | (3) | 268 | D | \$ 16.3 62,552 |

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| | | | | | | | | |
|----------------------------|------------|---|---------------------|---|-------------|--------|---|--|
| Common Stock | | | | | | | | |
| Class A Common Stock | 02/22/2007 | S | 441 <u>(3)</u> | D | \$ 16.33 | 62,111 | D | |
| Class A Common Stock | 02/22/2007 | S | 142 <u>(3)</u> | D | \$ 16.34 | 61,969 | D | |
| Class A Common Stock | 02/22/2007 | S | 792 <u>(3)</u> | D | \$ 16.35 | 61,177 | D | |
| Class A Common Stock | 02/22/2007 | S | 154 <u>(3)</u> | D | \$ 16.36 | 61,023 | D | |
| Class A Common Stock | 02/22/2007 | S | 47 <u>(3)</u> | D | \$ 16.37 | 60,976 | D | |
| Class A Common Stock | 02/22/2007 | S | 630 <u>(3)</u> | D | \$ 16.38 | 60,346 | D | |
| Class A Common Stock | 02/22/2007 | S | 1,532 <u>(3)</u> | D | \$ 16.39 | 58,814 | D | |
| Class A Common Stock | 02/22/2007 | S | 946 <u>(3)</u> | D | \$ 16.4 | 57,868 | D | |
| Class A Common Stock | 02/22/2007 | S | 441 <u>(3)</u> | D | \$ 16.41 | 57,427 | D | |
| Class A Common Stock | 02/22/2007 | S | 221 <u>(3)</u> | D | \$ 16.42 | 57,206 | D | |
| Class A Common Stock | 02/22/2007 | S | 530 <u>(3)</u> | D | \$ 16.43 | 56,676 | D | |
| Class A Common Stock | 02/22/2007 | S | 142 <u>(3)</u> | D | \$ 16.44 | 56,534 | D | |
| Class A Common Stock | 02/22/2007 | S | 183 <u>(3)</u> | D | \$ 16.45 | 56,351 | D | |
| Class A Common Stock | 02/22/2007 | S | 274 <u>(3)</u> | D | \$ 16.46 | 56,077 | D | |

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| | | | | | | | |
|----------------------------|------------|---|----------------------|---|-------------|--------|---|
| Class A Common Stock | 02/22/2007 | S | 315 ⁽³⁾ | D | \$ 16.47 | 55,762 | D |
| Class A Common Stock | 02/22/2007 | S | 1,597 ⁽³⁾ | D | \$ 16.48 | 54,165 | D |
| Class A Common Stock | 02/22/2007 | S | 189 ⁽³⁾ | D | \$ 16.49 | 53,976 | D |
| Class A Common Stock | 02/22/2007 | S | 370 ⁽³⁾ | D | \$ 16.5 | 53,606 | D |
| Class A Common Stock | 02/22/2007 | S | 40 ⁽³⁾ | D | \$ 16.51 | 53,566 | D |
| Class A Common Stock | 02/22/2007 | S | 32 ⁽³⁾ | D | \$ 16.52 | 53,534 | D |
| Class A Common Stock | 02/22/2007 | S | 63 ⁽³⁾ | D | \$ 16.53 | 53,471 | D |
| Class A Common Stock | 02/22/2007 | S | 95 ⁽³⁾ | D | \$ 16.54 | 53,376 | D |
| Class A Common Stock | 02/22/2007 | S | 173 ⁽³⁾ | D | \$ 16.55 | 53,203 | D |
| Class A Common Stock | 02/22/2007 | S | 173 ⁽³⁾ | D | \$ 16.56 | 53,030 | D |
| Class A Common Stock | 02/22/2007 | S | 79 ⁽³⁾ | D | \$ 16.57 | 52,951 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|
|---------------------------------------|------------------------------|---|---|------------------------|-----------------|--|---|---------------------------------------|-------------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene Own Follo Repo Trans (Instr | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLOCH RAYMOND S 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339 | | | Sr. Vice President | |

Signatures

/s/ Raymond S.
Willoch
02/23/2007

 Signature of Reporting Person Date

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).
- (1) Conversion of a security exempted pursuant to Rule 16b-6(b). The reporting person exchanged Class B shares for Class A shares on a one-for-one basis.
- (2) A substantial number of such shares are restricted shares subject to a risk of forfeiture under certain circumstances.
- (3) The sale ws effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on June 30, 2004.

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