

PARNELL LINDSEY KENNETH
 Form 4
 November 05, 2004

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 *
 PARNELL LINDSEY KENNETH

(Last) (First) (Middle)
 2859 PACES FERRY ROAD,
 SUITE 2000
 (Street)

ATLANTA, GA 30339

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/03/2004

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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | 11/03/2004 | | M ⁽¹⁾ | | 17,000 A \$ 2.71 | 17,060 | D |
| Class A Common Stock | 11/03/2004 | | S | | 3,000 D \$ 8.82 | 14,060 | D |
| Class A Common Stock | 11/03/2004 | | S | | 2,000 D \$ 8.85 | 12,060 | D |
| Class A Common | 11/03/2004 | | S | | 5,000 D \$ 8.9 | 7,060 | D |

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| | | | | | | | |
|----------------------------|------------|--|------------------|--------|---|------------|----------|
| Stock | | | | | | | |
| Class A Common Stock | 11/04/2004 | | M ⁽¹⁾ | 8,000 | A | \$ 2.71 | 15,060 D |
| Class A Common Stock | 11/04/2004 | | M ⁽¹⁾ | 20,000 | A | \$ 4 | 35,060 D |
| Class A Common Stock | 11/04/2004 | | M ⁽¹⁾ | 3,000 | A | \$ 4.75 | 38,060 D |
| Class A Common Stock | 11/04/2004 | | M ⁽¹⁾ | 12,500 | A | \$ 5.53 | 50,560 D |
| Class A Common Stock | 11/04/2004 | | S | 4,000 | D | \$ 8.82 | 46,560 D |
| Class A Common Stock | 11/04/2004 | | S | 13,500 | D | \$ 8.84 | 33,060 D |
| Class A Common Stock | 11/04/2004 | | S | 12,820 | D | \$ 8.85 | 20,240 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 (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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|---|---|--------------------------------------|
| Employee Stock Option (Right to | \$ 2.71 | 11/03/2004 | | M ⁽¹⁾ | V (A) (D) 17,000 | Date Exercisable 01/31/2003 ⁽²⁾ Expiration Date 01/31/2006 | Title Class A or Class B Common | Amount or Number of Shares 17,000 |

| Buy) | | | | | | | | Stock | |
|--|---------|------------|------------------|--------|---------------------------|------------|--|---|--------|
| Employee Stock Option (Right to Buy) | \$ 2.71 | 11/04/2004 | M ⁽¹⁾ | 8,000 | 01/31/2003 ⁽²⁾ | 01/31/2006 | | Class A or Class B Common Stock | 8,000 |
| Employee Stock Option (Right to Buy) | \$ 4 | 11/04/2004 | M ⁽¹⁾ | 20,000 | 07/06/2001 ⁽³⁾ | 07/06/2010 | | Class A or Class B Common Stock | 20,000 |
| Employee Stock Option (Right to Buy) | \$ 4.75 | 11/04/2004 | M ⁽¹⁾ | 3,000 | 11/26/2002 ⁽⁴⁾ | 11/26/2011 | | Class A or Class B Common Stock | 3,000 |
| Employee Stock Option (Right to Buy) | \$ 5.53 | 11/04/2004 | M ⁽¹⁾ | 12,500 | 01/02/2004 ⁽⁵⁾ | 01/02/2009 | | Class A or Class B Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARNELL LINDSEY KENNETH 2859 PACES FERRY ROAD, SUITE 2000 ATLANTA, GA 30339 | | | Vice President | |

Signatures

Lindsey K.
Parnell

11/05/2004

**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) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (2) 50% of the option vested and became exercisable as of the grant date, and the remaining 50% of the option vested and became exercisable on the first anniversary of the grant date.
- (3) The option vests and becomes exercisable at the rate of 20% per year, the first increment (5,000 shares) became exercisable on July 6, 2001.
- (4) The option vests and becomes exercisable at the rate of 20% per year, the first increment (1,500) became exercisable on November 26, 2002.

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- (5) 50% of the option vested and became exercisable as of the grant date, and the remaining 50% of the option vests and becomes exercisable on December 31, 2004.

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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