

INTERFACE INC  
Form 4  
March 02, 2006

**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, 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)  
**03/01/2006**

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. VP, Secretary and GC**

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/01/2006		M <sup>(1)</sup>		6,000	A	\$ 5.53 33,478
Class A Common Stock	03/01/2006		M <sup>(1)</sup>		34,000	A	\$ 7.5 67,478
Class A Common Stock	03/01/2006		F		23,014	D	\$ 11.08 44,464
Class A Common	03/01/2006		S		4,400	D	\$ 11.06 40,064

Stock

Class A Common Stock	03/01/2006	S	1,500	D	\$ 11.09	38,564	D
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Class A Common Stock	03/01/2006	S	100	D	\$ 11.1	38,464	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 5.53	03/01/2006		M <sup>(1)</sup>	6,000	02/02/2004 <sup>(2)</sup> 01/02/2009	Class A or Class B Common Stock	6,000	
Employee Stock Option (Right to Buy)	\$ 7.5	03/01/2006		M <sup>(1)</sup>	34,000	08/02/1997 <sup>(3)</sup> 08/02/2006	Class A or Class B Common Stock	34,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLOCH RAYMOND S 2859 PACES FERRY ROAD SUITE 2000 ATLANTA, GA 30339			Sr. VP, Secretary and GC	

## Signatures

/s/ Raymond S.  
Willoch

03/02/2006

\_\_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 became exercisable on the grant date (January 2, 2004), and the remaining 50% of the option became exercisable on December 31, 2004.
- (3) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on August 2, 1997.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.