

INTERFACE INC
Form 4
March 14, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HENDRIX DANIEL T

(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 [IFSIA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Class A Common Stock	03/09/2006		M ⁽¹⁾	50,000 A	\$ 5.53 97,260	D	
Class A Common Stock	03/09/2006		M ⁽¹⁾	39,708 A	\$ 4.8125 136,968	D	
Class A Common Stock	03/09/2006		S	5,500 D	\$ 12.2 131,468	D	
Class A Common	03/09/2006		S	2,500 D	\$ 12.25 128,968	D	

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Stock

Class A Common Stock	03/09/2006	S	7,500	D	\$ 12.21	121,468	D
Class A Common Stock	03/09/2006	S	13,500	D	\$ 12.19	107,968	D
Class A Common Stock	03/09/2006	S	6,500	D	\$ 12.17	101,468	D
Class A Common Stock	03/09/2006	S	4,000	D	\$ 12.18	97,468	D
Class A common Stock	03/09/2006	S	10,500	D	\$ 12.16	86,968	D
Class A Common Stock	03/10/2006	M ⁽¹⁾	9,900	A	\$ 9.5625	96,868	D
Class A Common Stock	03/10/2006	M ⁽¹⁾	5,292	A	\$ 4.8125	102,160	D
Class A Common Stock	03/10/2006	M ⁽¹⁾	8,000	A	\$ 5.6	110,160	D
Class A Common Stock	03/10/2006	M ⁽¹⁾	20,000	A	\$ 5.6	130,160	D
Class A Common Stock	03/10/2006	S	2,000	D	\$ 12.29	128,160	D
Class A Common Stock	03/10/2006	S	3,192	D	\$ 12.3	124,968	D
Class A Common Stock	03/10/2006	S	235	D	\$ 12.393	124,703	D
Class A Common Stock	03/10/2006	S	1,000	D	\$ 12.52	123,603	D
Class A Common Stock	03/10/2006	S	1,000	D	\$ 12.56	122,603	D

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Class A Common Stock	03/10/2006	S	500	D	\$ 12.57	122,103	D
Class A Common Stock	03/10/2006	S	5,900	D	\$ 12.57	116,203	D
Class A Common Stock	03/10/2006	S	1,100	D	\$ 12.65	115,103	D
Class A Common Stock	03/10/2006	S	7,000	D	\$ 12.75	108,103	D
Class A Common Stock	03/10/2006	S	500	D	\$ 12.65	107,603	D
Class A Common Stock	03/10/2006	S	1,000	D	\$ 12.78	106,603	D
Class A Common Stock	03/10/2006	S	1,500	D	\$ 12.8	105,103	D
Class A Common Stock	03/10/2006	S	2,000	D	\$ 12.87	103,103	D
Class A Common Stock	03/10/2006	S	2,000	D	\$ 12.85	101,103	D
Class A Common Stock	03/10/2006	S	6,000	D	\$ 12.79	95,103	D
Class A Common Stock	03/10/2006	S	265	D	\$ 12.51	94,968	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 Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A or N of	
Employee Stock Option (Right to Buy)	\$ 5.53	03/09/2006	M ⁽¹⁾		50,000		01/02/2004 ⁽²⁾	01/02/2009	Class A or Class B Common Stock	5	
Employee Stock Option (Right to Buy)	\$ 4.8125	03/09/2006	M ⁽¹⁾		39,708		01/04/2001 ⁽³⁾	01/04/2010	Class A or Class B Common Stock	3	
Employee Stock Option (Right to Buy)	\$ 9.5625	03/10/2006	M ⁽¹⁾		9,900		01/20/1998 ⁽⁴⁾	01/20/2007	Class A or Class B Common Stock	9	
Employee Stock Option (Right to Buy)	\$ 4.8125	03/10/2006	M ⁽¹⁾		5,292		01/04/2001 ⁽⁵⁾	01/04/2010	Class A or Class B Common Stock	5	
Employee Stock Option (Right to Buy)	\$ 5.6	03/10/2006	M ⁽¹⁾		8,000		01/02/2003 ⁽⁶⁾	01/02/2012	Class A or Class B Common Stock	8	
Employee Stock Option(Right to Buy)	\$ 5.6	03/10/2006	M ⁽¹⁾		20,000		01/02/2003 ⁽⁶⁾	01/02/2012	Class A or Class B Common Stock	2	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRIX DANIEL T 2859 PACES FERRY ROAD SUITE 2000			President and CEO	

ATLANTA, GA 30339

Signatures

/s/

03/13/2006

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 as of the grant date, 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 January 4, 2001.
- (4) The option became exercisable at the rate of 20% per year. The first increment became exercisable on January 20, 1998.
- (5) The option became exercisable at the rate of 20% per year. The first increment became exercisable on January 4, 2001.
- (6) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on January 2, 2003.

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