

HENDRIX DANIEL T
Form 4
February 03, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HENDRIX DANIEL T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(Street)
ATLANTA, GA 30339

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

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

(City) (State) (Zip)

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 B Common Stock	02/01/2010		C	8,334 (1) D \$ 0	510,575 (2)	D	
Class A Common Stock	02/01/2010		C	8,334 (1) A \$ 0	80,598	D	
Class A Common Stock	02/01/2010		S	2,940 (3) D \$ 7.89	77,658	D	
Class A Common Stock	02/01/2010		S	147 (3) D \$ 7.9	77,511	D	

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Common Stock									
Class A Common Stock	02/01/2010		S	74 ⁽³⁾	D	\$ 7.905	77,437		D
Class A Common Stock	02/01/2010		S	147 ⁽³⁾	D	\$ 7.9075	77,290		D
Class A Common Stock	02/01/2010		S	368 ⁽³⁾	D	\$ 7.91	76,922		D
Class A Common Stock	02/01/2010		S	2,132 ⁽³⁾	D	\$ 7.92	74,790		D
Class A Common Stock	02/01/2010		S	1,544 ⁽³⁾	D	\$ 7.93	73,246		D
Class A Common Stock	02/01/2010		S	466 ⁽³⁾	D	\$ 7.99	72,780		D
Class A Common Stock	02/01/2010		S	221 ⁽³⁾	D	\$ 8	72,559		D
Class A Common stock	02/01/2010		S	74 ⁽³⁾	D	\$ 8.01	72,485		D
Class A Common Stock	02/01/2010		S	221 ⁽³⁾	D	\$ 8.03	72,264		D
Class B Common Stock							4,342	I	By 401(k) plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr				
Code	V	(A)	(D)	Date	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRIX DANIEL T 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339	X		President & CEO	

Signatures

/s/ Daniel T.
 Hendrix 02/03/2010
**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 was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on November 19, 2009.

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.