

HENDRIX DANIEL T  
Form 4  
January 24, 2006

**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

(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)  
01/20/2006

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)  
President and CEO

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 (A) or (D) Price		
Class B Common Stock	01/20/2006		C		23,760 D \$ 0 (1)	527,413 (2)	D
Class A Common Stock	01/20/2006		C		23,760 A \$ 0 (1)	71,020	D
Class A Common Stock	01/20/2006		S		281 (3) D \$ 8.74	70,739	D
Class A Common	01/20/2006		S		47 (3) D \$ 8.7	70,692	D

Edgar Filing: HENDRIX DANIEL T - Form 4

Stock									
Class A Common Stock	01/20/2006	S	234 <sup>(3)</sup>	D	\$ 8.68	70,458	D		
Class A Common Stock	01/20/2006	S	4,680 <sup>(3)</sup>	D	\$ 8.67	65,778	D		
Class A Common Stock	01/20/2006	S	915 <sup>(3)</sup>	D	\$ 8.66	64,863	D		
Class A Common Stock	01/20/2006	S	515 <sup>(3)</sup>	D	\$ 8.65	64,348	D		
Class A Common Stock	01/20/2006	S	3,744 <sup>(3)</sup>	D	\$ 8.64	60,604	D		
Class A Common Stock	01/20/2006	S	140 <sup>(3)</sup>	D	\$ 8.62	60,464	D		
Class A Common Stock	01/20/2006	S	374 <sup>(3)</sup>	D	\$ 8.61	60,090	D		
Class A Common Stock	01/20/2006	S	8,845 <sup>(3)</sup>	D	\$ 8.6	51,245	D		
Class A Common Stock	01/20/2006	S	3,985 <sup>(3)</sup>	D	\$ 8.59	47,260	D		
Class B Common Stock						4,203.0793	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 Derivative	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own
-----------------------------------------------------	--------------------------------------------------------	-----------------------------------------	-------------------------------------------------------------	--------------------------------------	---------------------------------------------	----------------------------------------------------------------	---------------------------------------------------------------------------	-----------------------------------------------------	-----------------------------------------

Security

Acquired  
(A) or  
Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Follo  
Repo  
Trans  
(Instr

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or
							Number
							of
							Shares

## Reporting Owners

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

## Signatures

/s/ Daniel T. Hendrix	01/23/2006
**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) 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) This sale was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on June 30, 2004.

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.