

INTERFACE INC

Form 4

February 28, 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 *
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 [IFSIA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2006

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 ____ Other (specify
below) below)

Senior VP, Secretary and GC

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	02/24/2006		M ⁽¹⁾	4,000 A	\$ 4.75 63,496	D	
Class A Common Stcok	02/24/2006		S	300 D	\$ 11.23 63,196	D	
Class A Common Stock	02/24/2006		S	2,500 D	\$ 11.22 60,696	D	
Class A Common	02/24/2006		S	8,164 D	\$ 11.25 52,532	D	

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Stock

Class A Common Stock	02/24/2006	S	12,100	D	\$ 11.26	40,432	D
Class A Common Stock	02/24/2006	S	11,600	D	\$ 11.27	28,832	D
Class A Common Stock	02/24/2006	S	1,354	D	\$ 11.3	27,478	D
Class A Common Stock	02/27/2006	M ⁽¹⁾	14,000	A	\$ 5.53	41,478	D
Class A Common Stock	02/27/2006	S	9,000	D	\$ 11.25	32,478	D
Class A Common Stock	02/27/2006	S	5,000	D	\$ 11.3	27,478	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 4.75	02/24/2006		M ⁽¹⁾			4,000 ⁽²⁾	11/26/2002	11/26/2011	Class A or Class B Common Stock	4,000
Employee Stock	\$ 5.53	02/27/2006		M ⁽¹⁾			14,000 ⁽³⁾	01/02/2004	01/02/2009	Class A or Blass	14,000

Option
(Right to
Buy)

B
Common
Stock

Reporting Owners

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

Signatures

/s/ Raymond S. 02/28/2006
 Willoch

__Signature of Reporting Date
 Person

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) The option vests and becomes exercisable at the rate of 20% per year. The first increment became exercisable on November 26, 2002.
- (3) 50% of the option vested and became exercisable on the grant date (January 2, 2004). The remaining 50% of the option became 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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