

INTERFACE INC
Form 4
December 17, 2010

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 *
LYNCH PATRICK C

(Last) (First) (Middle)

2859 PACES FERRY ROAD, OVERLOOK III, 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)
12/15/2010

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. Vice President & CFO

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	12/15/2010		M ⁽¹⁾		50,000	A	\$ 4.31 122,863
Class A Common Stock	12/15/2010		S		100	D	\$ 16.595 122,763
Class A Common Stock	12/15/2010		S		400	D	\$ 16.58 122,363
Class A Common Stock	12/15/2010		S		1,100	D	\$ 16.57 121,263

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Common Stock							
Class A Common Stock	12/15/2010	S	200	D	\$ 16.565	121,063	D
Class A Common Stock	12/15/2010	S	400	D	\$ 16.56	120,663	D
Class A Common Stock	12/15/2010	S	100	D	\$ 16.555	120,563	D
Class A Common Stock	12/15/2010	S	1,100	D	\$ 16.55	119,463	D
Class A Common Stock	12/15/2010	S	1,610	D	\$ 16.54	117,853	D
Class A Common Stock	12/15/2010	S	200	D	\$ 16.535	117,653	D
Class A Common Stock	12/15/2010	S	2,990	D	\$ 16.53	114,663	D
Class A Common Stock	12/15/2010	S	400	D	\$ 16.52	114,263	D
Class A Common Stock	12/15/2010	S	800	D	\$ 16.51	113,463	D
Class A Common Stock	12/15/2010	S	300	D	\$ 16.49	113,163	D
Class A Common Stock	12/15/2010	S	600	D	\$ 16.48	112,563	D
Class A Common Stock	12/15/2010	S	100	D	\$ 16.47	112,463	D
Class A Common Stock	12/15/2010	S	600	D	\$ 16.45	111,863	D
Class A Common Stock	12/15/2010	S	200	D	\$ 16.41	111,663	D

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Class A Common Stock	12/15/2010	S	800	D	\$ 16.4	110,863	D
Class A Common Stock	12/15/2010	S	100	D	\$ 16.39	110,763	D
Class A Common Stock	12/15/2010	S	100	D	\$ 16.38	110,663	D
Class A Common Stock	12/15/2010	S	300	D	\$ 16.37	110,363	D
Class A Common Stock	12/15/2010	S	100	D	\$ 16.35	110,263	D
Class A Common Stock	12/15/2010	S	100	D	\$ 16.28	110,163	D
Class A Common Stock	12/15/2010	S	800	D	\$ 16.27	109,363	D
Class A Common Stock	12/15/2010	S	242	D	\$ 16.26	109,121	D
Class A Common Stock	12/15/2010	S	458	D	\$ 16.25	108,663	D
Class A Common Stock	12/15/2010	S	200	D	\$ 16.2325	108,463	D
Class A Common Stock	12/15/2010	S	200	D	\$ 16.225	108,263	D
Class A Common Stock	12/15/2010	S	400	D	\$ 16.2225	107,863	D

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)

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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)
Employee Stock Option (Right to Buy)	\$ 4.31	12/15/2010		M ⁽¹⁾	50,000	01/12/2010 ⁽²⁾ 01/12/2019	Class A or Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
LYNCH PATRICK C 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339			Sr. Vice President & CFO

Signatures

/s/ David B. Foshee, Attorney in Fact 12/17/2010

**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) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (2) 50% of the option becomes exercisable on the first anniversary of the grant date, and the remaining 50% of the option vests and becomes exercisable on January 12, 2011.

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.