

HELEN SUZANNE L
Form 4
August 07, 2012

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 *
HELEN SUZANNE L

2. Issuer Name and Ticker or Trading Symbol
MOHAWK INDUSTRIES INC
[MHK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2012

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Possible member of group

C/O MOHAWK INDUSTRIES INC, 2001 ANTIOCH ROAD

(Street)

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

DALTON, GA 30721

(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			
Common Stock					141,646	I	By Fam Ltd PS and Gen Ptr (1) (2)
Common Stock					395,202	I	PAS Trust (3) (4) (5) (6)
Common Stock	05/31/2012		G	V 524,635 D \$ 0 0		D (3) (4) (5) (6)	
Common Stock	05/31/2012		G	V 524,635 A \$ 0 524,635		I	SLH Partners

Common Stock	08/02/2012	J ⁽⁸⁾	524,635	D	<u>(8)</u>	0	I	LP ⁽⁷⁾	SLH Partners, LP ⁽⁸⁾
Common Stock	08/02/2012	J ⁽⁸⁾	524,635	A	<u>(8)</u>	524,635	I	Fam Trust ⁽⁸⁾	

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HELEN SUZANNE L C/O MOHAWK INDUSTRIES INC 2001 ANTIOCH ROAD DALTON, GA 30721				Possible member of group

Signatures

Suzanne L.
Helen
08/07/2012
Date

**Signature of Reporting 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) Reporting Person may be considered a member of a "group" with certain family members and entities formed for the benefit of certain family members; however, Reporting Person disclaims the existence of such a "group" and disclaims beneficial ownership of any shares not reported herein and any shares in which she has no pecuniary interest.

(2) Reporting Person is one of three family members who are equal shareholders of Helm Management Corporation ("Helm"). Helm owns 1,646 shares of issuer common stock directly and has indirect beneficial ownership of 140,000 held by Cuddy Holdings, L.P. ("Cuddy"), of which Helm is the general partner. Reporting Person disclaims beneficial ownership of the shares held by Helm and Cuddy to the extent that she does not have a pecuniary interest.

(3) Reporting Person previously reported 2,735,604 shares indirectly beneficially owned which were held by JMS Group, L.P. ("JMS Group"). Three siblings, including the Reporting Person, were originally equal control members of the general partner SLJ Management Company ("SJL"). JMS Group held shares for the benefit of Lorberbaum family members and entities for the benefit of Lorberbaum family members. In 2009 and 2010 JMS Group distributed a total of 904,484 shares of issuer Common Stock in two transactions to Mark Lorberbaum on a pro rata basis in redemption of his interests in JMS Group and SJL. Mark Lorberbaum discontinued as a control person of SJL and JMS Group after the distributions. On December 13, 2011 JMS Group distributed 548,202 shares of issuer Common Stock to a PAS Trust for the benefit of Jeffrey Lorberbaum on a pro rata basis in redemption of the limited partnership interest formerly held by his PAS Trust.

(4) On February 29, 2012 JMS Group distributed 356,185 shares of issuer Common Stock to the Reporting Person and 548,202 shares to the PAS Trust for the benefit of Reporting Person, each distribution being on a pro rata basis in redemption of limited partnership interest formerly held by the Reporting Person and her PAS Trust. The distributions from JMS Group and her PAS Trust represented her entire pecuniary interest in JMS Group. On February 29, 2012 JMS Group distributed 356,185 shares of issuer Common Stock to Jeffrey Lorberbaum. JMS Group no longer holds any issuer Common Stock. Reporting Person and her family affiliates retain investment control of their respective amount of shares in which they had a pecuniary interest prior to the distributions and there were no sales or dispositions of shares to third parties.

(5) On March 1, 2012 the general partner of JMS Group, SJL, distributed 10,350 shares of issuer Common Stock to the Reporting Person on a pro rata basis in redemption of her interest in SJL and distributed an equal number of shares on a pro rata basis to Jeffrey Lorberbaum in redemption of his interest in SJL. SJL no longer holds any issuer shares.

(6) On March 1, 2012 the PAS Trust for the benefit of the Reporting Person distributed 153,000 shares of issuer Common Stock to the Reporting Person, reducing her indirect interest through her PAS Trust to 395,202 shares and increasing her direct holdings of issuer Common Stock to 524,635 shares. The Reporting Person's beneficial ownership was not changed.

(7) Reporting Person controls SHL Partners LP and is therefore the indirect owner of the shares held by SHL Partners LP.

(8) Reflects the exchange of the Reporting Person's 99.9% limited partnership interest in SLH Partners LP to the SLH Family Dynasty Trust ("Dynasty Trust") for a promissory note from Dynasty Trust. Dynasty Trust is controlled by the Reporting Person. Reporting Person disclaims beneficial ownership in the shares held by Dynasty Trust except to the extent of her pecuniary interest.

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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