

INTERFACE INC
Form 4
February 28, 2006

FORM 4

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

OMB APPROVAL

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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 *
BERTOLUCCI MICHAEL D

(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
 Officer (give title below) ___ Other (specify below)
Senior Vice President

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 or Price		
Class A Common Stock	02/24/2006		M ⁽¹⁾		40,000 A \$ 8.0625	126,152	D
Class A Common Stock	02/24/2006		M ⁽¹⁾		22,320 A \$ 9.5625	148,472	D
Class A Common Stock	02/24/2006		M ⁽¹⁾		16,115 A \$ 9	164,587	D
Class A Common	02/24/2006		M ⁽¹⁾		12,053 A \$ 8.453	176,640	D

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Stock

Class A
Common Stock 02/24/2006 M⁽¹⁾ 4,000 A \$ 5.6 180,640 D

Class A
Common Stock 02/24/2006 S 94,488 D \$ 11.25 86,152 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)	\$ 8.0625	02/24/2006		M ⁽¹⁾	40,000 ₍₂₎	09/26/1997 09/26/2007	Class A or Class B Common Stock 40,000
Employee Stock Option (Right to Buy)	\$ 9.5625	02/24/2006		M ⁽¹⁾	22,320 ₍₃₎	01/20/1998 01/20/2007	Class A or Class B Common Stock 22,320
Employee Stock Option (Right to Buy)	\$ 9	02/24/2006		M ⁽¹⁾	16,115 ₍₄₎	01/14/2000 01/14/2009	Class A or Class B Common Stock 16,115
Employee Stock Option (Right to Buy)	\$ 8.453	02/24/2006		M ⁽¹⁾	12,053 ₍₅₎	01/16/2002 01/16/2011	Class A or Class B Common Stock 12,053

Employee Stock Option (Right to Buy)	\$ 5.6	02/24/2006	M ⁽¹⁾	4,000 <u>(6)</u>	01/02/2003	01/02/2012	Class A or Class B Common Stock	4,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERTOLUCCI MICHAEL D 2859 PACES FERRY ROAD SUITE 2000 ATLANTA, GA 30339			Senior Vice President	

Signatures

/s/ Michael D.
Bertolucci

02/28/2006

**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) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (2) The stock option became exercisable at the rate of 20% per year. The first increment became exercisable on September 26, 1997.
- (3) The stock option became exercisable at the rate of 20% per year. The first increment became exercisable on January 20, 1998.
- (4) The stock option became exercisable at the rate of 20% per year. The first increment became exercisable on January 14, 2000.
- (5) The stock option became exercisable at the rate of 20% per year. The first increment became exercisable on January 16, 2002.
- (6) The stock option became exercisable at the rate of 20% per year. The first increment became exercisable on January 2, 2003.

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.