

INTERFACE INC
Form 4
March 10, 2006

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 *
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 [IFSLA]

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2006

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)
Sr.VP, Secretary and GC

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	(D)	Price	
Class A Common Stock	03/08/2006		M ⁽¹⁾		25,920	A	\$ 9.5625 64,384	D
Class A Common Stock	03/08/2006		S		25,920	D	\$ 12.2 38,464	D
Class A Common Stock	03/09/2006		M ⁽¹⁾		8,779	A	\$ 8.453 47,243	D
Class A Common	03/09/2006		S		4,511	D	\$ 12.25 42,732	D

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Stock								
Class A Common Stock	03/09/2006		S	700	D	\$ 12.26	42,032	D
Class A Common Stock	03/09/2006		S	3,568	D	\$ 12.27	38,464	D
Class A Common Stock	03/10/2006		M ⁽¹⁾	9,784	A	\$ 9	48,248	D
Class A Common Stock	03/10/2006		S	9,784	D	\$ 12.8513	38,464	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.5625	03/08/2006		M ⁽¹⁾	25,920	01/20/1998 ⁽²⁾ 01/20/2007	Class A or Class B Common Stock 25,920
Employee Stock Option (Right to Buy)	\$ 8.453	03/09/2006		M ⁽¹⁾	8,779	01/16/2002 ⁽³⁾ 01/16/2011	Class A or Class B Common Stock 8,779
Employee Stock Option	\$ 9	03/10/2006		M ⁽¹⁾	9,784	01/14/2000 ⁽⁴⁾ 01/14/2009	Class A or Class B 9,784

(Right to
Buy)

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			Sr.VP, Secretary and GC	

Signatures

/s/ Raymond S.
Willoch

03/10/2006

**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 option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on January 20, 1998
- (3) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on January 16, 2002.
- (4) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on January 14, 2000.

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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