

HENDRIX DANIEL T
Form 4
February 25, 2011

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 *
HENDRIX DANIEL T

(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)
02/24/2011

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)
President & CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 02/23/2011 | | A | | 200,000 | A | \$ 0 |
| | | | | | 816,242 ⁽¹⁾ | D | |
| Class B Common Stock | 02/24/2011 | | C ⁽²⁾ | | 90,454 | D | \$ 0 |
| | | | | | 725,788 ⁽¹⁾ | D | |
| Class A Common Stock | 02/24/2011 | | C ⁽²⁾ | | 90,454 | A | \$ 0 |
| | | | | | 194,248 | D | |
| Class A Common Stock | 02/24/2011 | | S ⁽³⁾ | | 45,227 | D | \$ |
| | | | | | 149,021 | D | |

| | | | | | | | | | |
|----------------------|------------|--|---|--------|---------|---------|---------|---|----------------|
| Common Stock | | | | | 16.3154 | | | | |
| | | | | | (4) | | | | |
| Class A Common Stock | 02/25/2011 | | S | 45,227 | D | 16.1474 | 103,794 | D | |
| | | | | | | (5) | | | |
| Class B Common Stock | | | | | | | 4,408 | I | By 401(k) plan |

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)

| 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 Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENDRIX DANIEL T 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339 | X | | President & CEO | |

Signatures

/s/ David B. Foshee, Attorney in Fact
02/25/2011
**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) A substantial number of such shares are restricted shares subject to a risk of forfeiture under certain circumstances.
- (2) Conversion of a security exempted pursuant to Rule 16(b)-6b. The reporting person exchanged Class B shares for Class A shares on a one-for-one basis.
- (3) The sales were effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on November 19, 2009.
Reflects a weighted average sale price of \$16.3154. The shares were sold in multiple transactions at prices ranging from \$16.10 to \$ 16.45 per share, inclusive. The reporting person will provide to Interface, Inc., any security holder of Interface, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 4 and 5 of this Form 4.
- (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$16.10 to \$16.18, inclusive.
- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$16.10 to \$16.18, inclusive.

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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