

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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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 \*  
**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Class A Common Stock            | 02/24/2006                           |  | M <sup>(1)</sup>               |   | 40,000 A \$ 8.0625  | 126,152  | D                                 |
| Class A Common Stock            | 02/24/2006                           |  | M <sup>(1)</sup>               |   | 22,320 A \$ 9.5625  | 148,472  | D                                 |
| Class A Common Stock            | 02/24/2006                           |  | M <sup>(1)</sup>               |   | 16,115 A \$ 9   | 164,587  | D                                 |
| Class A Common                  | 02/24/2006                           |  | M <sup>(1)</sup>               |   | 12,053 A \$ 8.453   | 176,640  | D                                 |

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Stock

Class A  
Common Stock 02/24/2006 M<sup>(1)</sup> 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 <sup>(1)</sup>               | 40,000 <sub>(2)</sub>   | 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 <sup>(1)</sup>               | 22,320 <sub>(3)</sub>   | 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 <sup>(1)</sup>               | 16,115 <sub>(4)</sub>   | 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 <sup>(1)</sup>               | 12,053 <sub>(5)</sub>   | 01/16/2002 01/16/2011                                    | Class A or Class B Common Stock 12,053                        |

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

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BERTOLUCCI MICHAEL D<br>2859 PACES FERRY ROAD<br>SUITE 2000<br>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.