

INTERFACE INC
Form SC 13G
October 14, 2008

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. __) *

Interface, Inc.
(Name of Issuer)

Class A Common Stock, \$.10 par value per share
(Title Class of Securities)

458655106
(CUSIP Number)

October 2, 2008
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 458655106

1. Names of Reporting Persons
I.R.S. Identification Nos. of above Persons (entities only).

Witmer Asset Management 13-3735486

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

	5.	Sole Voting Power	
			0
	6.	Shared Voting Power	
			2,941,220
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Dispositive Power	
			0
	8.	Shared Dispositive Power	
			2,941,220

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,941,220

10. Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.2%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 458655106

1. Names of Reporting Persons
I.R.S. Identification Nos. of above Persons (entities only).

Charles H. Witmer

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

	5.	Sole Voting Power
		80,000
	6.	Shared Voting Power
		3,001,220
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	Sole Dispositive Power
		80,000
	8.	Shared Dispositive Power
		3,001,220

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,081,220

10. Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person (See Instructions)

IN

CUSIP No. 458655106

1. Names of Reporting Persons
I.R.S. Identification Nos. of above Persons (entities only).

Meryl B. Witmer

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

U.S.A.

5. Sole Voting Power

22,000

6. Shared Voting Power

3,001,220

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON 7.
WITH

Sole Dispositive Power

22,000

8. Shared Dispositive Power

3,001,220

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,023,220

10. Check Box if the Aggregate Amount in Row 9 Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.4%

12. Type of Reporting Person (See Instructions)

IN

Edgar Filing: INTERFACE INC - Form SC 13G

CUSIP No. 458655106

Item 1. Name of Issuer

(a) Name of Issuer:
Interface, Inc.

(b) Address of Issuer's Principal Executive Offices:

2859 PACES FERRY ROAD, SUITE 2000
ATLANTA, GEORGIA 30339

Item 2. Name of Person Filing

(a) Name:
Witmer Asset Management
Charles H. Witmer
Meryl B. Witmer

(b) Address of Principal Business Office:
One Dag Hammarskjold Plaza
885 2nd Avenue, 31st Floor
New York, New York 10017

(c) Citizenship:
U.S.A.

(d) Title of Class of Securities:
Class A Common Stock, \$.10 par value per share

(e) CUSIP Number:
458655106

Item 3. If this statement is filed pursuant to § 240.13d-1(b) or § 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act.
- (b) Bank as defined in section 3(a)(6) of the Act.
- (c) Insurance company as defined in section 3(a)(19) of the Act.
- (d) Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) An investment adviser in accordance with § 240.13(d)-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(ii)(G)
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940.
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

(a) Amount Beneficially Owned:

Witmer Asset Management 2,941,220 shares
Charles H. Witmer 3,081,220 shares
Meryl B. Witmer 3,023,220 shares

(b) Percent of Class:

Witmer Asset Management 5.2%
Charles H. Witmer 5.5%
Meryl B. Witmer 5.4%

(c) Number of shares as to which the person has:

(i) sole power to vote or to direct the vote:

Witmer Asset Management 0 shares
Charles H. Witmer 80,000 shares
Meryl B. Witmer 22,000 shares

(ii) shared power to vote or to direct the vote:

Witmer Asset Management 2,941,220 shares
Charles H. Witmer 3,001,220 shares
Meryl B. Witmer 3,001,220 shares

(iii) sole power to dispose or to direct the disposition of:

Witmer Asset Management 0 shares
Charles H. Witmer 80,000 shares
Meryl B. Witmer 22,000 shares

(iv) shared power to dispose or to direct the disposition of:

Witmer Asset Management 2,941,220 shares
Charles H. Witmer 3,001,220 shares
Meryl B. Witmer 3,001,220 shares

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item Ownership of More than Five Percent on Behalf of Another Person

6.

Not Applicable

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent

7. Holding Company

Not Applicable

Item Identification and Classification of Member of the Group

8.

Not Applicable

Item Notice of Dissolution of Group

9.

Not Applicable

Item 10. Certification

The following certification shall be included if the statement is filed pursuant to §240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit 1

Joint Filing Agreement dated October 14, 2008 between Witmer Asset Management, Charles H. Witmer and Meryl B. Witmer.

CUSIP No. 458655106

Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 14, 2008

Witmer Asset Management

/s/ Charles H. Witmer *
Name: Charles H. Witmer
Title: Managing Member

Dated: October 14, 2008
Charles H. Witmer

/s/ Charles H. Witmer *

Dated: October 14, 2008
Meryl B. Witmer

/s/ Meryl B. Witmer *

* The reporting persons hereby disclaim beneficial ownership over the shares reported on this 13G except to the extent of their pecuniary interest therein.

Exhibit 1

Joint Filing Statement

Statement Pursuant to Rule 13d-1(k)(1)

The undersigned hereby consent and agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934, as amended, with respect to shares of Class A Common Stock of Interface, Inc. beneficially owned by them, together with any or all amendments thereto, when and if appropriate. The parties hereto further consent and agree to file this Statement Pursuant to Rule 13d-1(k)(1)(iii) as an exhibit to Schedule 13G, thereby incorporating the same into such Schedule 13G.

Dated: October 14, 2008

Witmer Asset Management

/s/ Charles H. Witmer
Name: Charles H. Witmer
Title: Managing Member

Dated: October 14, 2008
Charles H. Witmer

/s/ Charles H. Witmer

Dated: October 14, 2008
Meryl B. Witmer

/s/ Meryl B. Witmer

SK 00124 0001 927454