HENDRIX DANIEL T Form 4

March 03, 2009

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

OMB APPROVAL

1(b).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person ** HENDRIX DANIEL T	2. Issuer Name and Ticker or Trading Symbol INTERFACE INC [IFSIA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% OwnerX_ Officer (give title Other (specifibelow) below) President & CEO		
(Last) (First) (Middle) 2859 PACES FERRY ROAD, OVERLOOK III, SUITE 2000	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2009			
(Street) ATLANTA, GA 30339	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction			•	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial
()		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and (A)	5)	Owned Following Reported Transaction(s)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class B Common Stock	02/27/2009		C	5,725 (1)	D	\$ 0	539,827 (2)	D	
Class A Common Stock	02/27/2009		C	5,725 (1)	A	\$ 0	77,985	D	
Class A Common Stock	02/27/2009		S	146 (3)	D	\$ 2.01	77,839	D	
Class A	02/27/2009		S	442 (3)	D	\$	77,397	D	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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Common Stock				2.02			
Class A Common Stock	02/27/2009	S	736 (3) D	\$ 2.04	76,661	D	
Class A Common Stock	02/27/2009	S	74 <u>(3)</u> D	\$ 2.05	76,587	D	
Class A Common Stock	02/27/2009	S	589 (3) D	\$ 2.06	75,998	D	
Class A Common Stock	02/27/2009	S	662 (3) D	\$ 2.07	75,336	D	
Class A Common Stock	02/27/2009	S	74 <u>(3)</u> D	\$ 2.08	75,262	D	
Class A Common Stock	02/27/2009	S	1,840 D	\$ 2.15	73,422	D	
Class A Common Stock	02/27/2009	S	573 (3) D	\$ 2.18	72,849	D	
Class A Common Stock	02/27/2009	S	589 (3) D	\$ 2.19	72,260	D	
Class B Common Stock					4,342	I	By 401(k) plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

any (Month/Day/Year)	Code	of Derivativ Securities Acquired (A) or	5	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Deriv Secur Bene Own Follo Repo
		` /				Repo Trans
,	any	any Code	(Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or	any Code of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired	any Code of (Month/Day/Year) Underlying (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 3 and 4) Acquired (A) or	any Code of (Month/Day/Year) Underlying Security (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Securities (Acquired (A) or

of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
FS	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 03/03/2009

**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) Conversion of a security exempted pursuant to Rule 16b-6(b). The reporting person exchanged Class B shares for Class A shares on a one-for-one basis.
- (2) A substantial number of such shares are restricted shares subject to a risk of forfeiture under certain circumstances.
- (3) The sale was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on December 14, 2007.

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.

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