

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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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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 Common Stock 9,784

