

HENDRIX DANIEL T
Form 4
February 04, 2003

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549

OMB APPROVAL

OMB Number:
3235-0287

Expires: January
31, 2005

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b). **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** Estimated average burden hours per response. . . 0.5

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Hendrix, Daniel T.			Interface, Inc. (IFSIA)		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		
					January 31, 2003		
2859 Paces Ferry Road, Suite 2000					7. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
Atlanta, GA 30339			5. If Amendment, Date of Original (Month/Day/Year)				
(City)	(State)	(Zip)	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 Transactions(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	(A) or (D)	Price			
Class B Common Stock	1/31/03		A		50,000	A		389,996 ⁽¹⁾	D	
Class B Common Stock								3,785.742	I	By 401(k) Plan

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FORM 4
(continued)

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. Date of Acquisition or Disposition of (Instr. 3, 4 and 5)	6. Exercise or Maturity Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

(1) A substantial number of such shares are restricted shares subject to a risk of forfeiture under certain circumstances.

(2) 50% of the option is exercisable as of the grant date, and the remaining 50% of the option vests and becomes exercisable on the first anniversary of the grant date.

/s/ Daniel T. Hendrix

2/04/03

Daniel T. Hendrix

Date

**Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure