#### WILLOCH RAYMOND S

Form 4

February 03, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** WILLOCH RAYMOND S			2. Issuer Name <b>and</b> Ticker or Trading Symbol INTERFACE INC [IFSIA]	5. Relationship of Reporting Person(s) to Issuer			
(Last)  2859 PACES ROAD, OVE		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2010	(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  Sr. Vice President			
ATLANTA, O	(Street) 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			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owne			

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose	d of (D)	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)
Class B Common Stock	02/01/2010		С	6,667 (1)	D	\$ 0	90,903 (2)	D	
Class A Common Stock	02/01/2010		C	6,667 (1)	A	\$ 0	79,850	D	
Class A Common Stock	02/01/2010		S(3)	1,060	D	\$ 7.89	78,790	D	
Class A	02/01/2010		S(3)	53	D	\$ 7.9	78,737	D	

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Common Stock								
Class A Common Stock	02/01/2010	S(3)	26	D	\$ 7.905	78,711	D	
Class A Common Stock	02/01/2010	S(3)	53	D	\$ 7.9075	78,658	D	
Class A Common Stock	02/01/2010	S(3)	132	D	\$ 7.91	78,526	D	
Class A Common Stock	02/01/2010	S(3)	768	D	\$ 7.92	77,758	D	
Class A Common Stock	02/01/2010	S(3)	556	D	\$ 7.93	77,202	D	
Class A Common Stock	02/01/2010	S(3)	168	D	\$ 7.99	77,034	D	
Class A Common Stock	02/01/2010	S(3)	79	D	\$ 8	76,955	D	
Class A Common Stock	02/01/2010	S(3)	26	D	\$ 8.01	76,929	D	
Class A Common Stock	02/01/2010	S(3)	79	D	\$ 8.03	76,850	D	
Class A Common Stock						3,920	Ι	By Son (4)
Class B Common Stock						14,812	I	By 401(k) plan

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Α.			
									mount		
						Date	Expiration	or			
						Exercisable	Date		umber		
								of			
				Code V	(A) (D)			Sł	hares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLOCH RAYMOND S 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339

Sr. Vice President

### **Signatures**

/s/ Raymond S. 02/03/2010 Willoch

\*\*Signature of Reporting 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 November 19, 2009.
- (4) The reporting person disclaims beneficial ownership of the shares held by his son.

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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