

HENDRIX DANIEL T
Form 4
February 01, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

OMB APPROVAL

Washington, DC 20549

OMB Number: 3235-0287

Expires: PENDING

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).
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(f) of the Investment Company Act of 1940

Estimated average burden
hours per response. . . 0.5

(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)
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6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

-
- Director 10% Owner
 Officer (give Other (specify
title below) below)

President & Chief Executive Officer

(Last) (First) (Middle)

2859 Paces Ferry Road, Suite 2000

3. I.R.S. Identification Number
of Reporting Person, if an
entity voluntary)

4. Statement for
Month/Year

January 2002

(Street)

Atlanta, Georgia 30339

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing

(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person (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)

3. Transaction Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at End of Month (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 (Restricted)

1/2/02

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A

V

50,000

A

339,996

D

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 Instructions 4(b)(v).

**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 control number.**

(Over)
SEC 1474
(3-99)

FORM 4
(continued)

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

Description of Derivative Security	3. Transaction Date (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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Employee Stock Option
(right to buy)**

5.60

1/2/02

A

V

50,000

*1/2/03

1/2/12

Class A or Class B Common Stock

50,000

0

50,000

D

Explanation of Responses:

* **The option vests and becomes exercisable at the rate of 20% per year; the first increment will become exercisable on January 2, 2003.**

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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/s/ Daniel T. Hendrix

Daniel T. Hendrix

**Signature of Reporting Person

1/24/02

Date

Note:

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

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