

INTERFACE INC
Form 4
March 15, 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 *
PARNELL LINDSEY KENNETH

(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)
03/13/2006

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)
Vice President

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 or Price | | |
| Class A Common Stock | 03/13/2006 | | M ⁽¹⁾ | | 10,000 A \$ 8.875 | 44,790 | D |
| Class A Common Stock | 03/13/2006 | | M ⁽¹⁾ | | 5,000 A \$ 4 | 49,790 | D |
| Class A Common Stock | 03/13/2006 | | M ⁽¹⁾ | | 3,000 A \$ 4.75 | 52,790 | D |
| Class A Common | 03/13/2006 | | M ⁽¹⁾ | | 12,500 A \$ 5.53 | 65,290 | D |

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Stock

| | | | | | | | | |
|----------------------------|------------|--|---|--------|---|-------------|--------|---|
| Class A Common Stock | 03/13/2006 | | S | 21,400 | D | \$ 12.34 | 43,890 | D |
|----------------------------|------------|--|---|--------|---|-------------|--------|---|

| | | | | | | | | |
|----------------------------|------------|--|---|-----|---|-------------|--------|---|
| Class A Common Stock | 03/13/2006 | | S | 450 | D | \$ 12.41 | 43,440 | D |
|----------------------------|------------|--|---|-----|---|-------------|--------|---|

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

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(9-02)

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) | \$ 8.875 | 03/13/2006 | | M ⁽¹⁾ | 10,000 | 03/02/2000 ⁽²⁾ 03/02/2009 | Class A or Class B Common Stock 10,000 |
| Employee Stock Option (Right to Buy) | \$ 4 | 03/13/2006 | | M ⁽¹⁾ | 5,000 | 07/06/2001 ⁽³⁾ 07/06/2010 | Class A or Class B Common Stock 5,000 |
| Employee Stock Option (Right to Buy) | \$ 4.75 | 03/13/2006 | | M ⁽¹⁾ | 3,000 | 11/26/2002 ⁽⁴⁾ 11/26/2011 | Class A or Class B Common Stock 3,000 |
| Employee Stock Option (Right to Buy) | \$ 5.53 | 03/13/2006 | | M ⁽¹⁾ | 12,500 | 01/02/2004 ⁽⁵⁾ 01/02/2009 | Class A or Class B Common Stock 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PARNELL LINDSEY KENNETH 2859 PACES FERRY ROAD SUITE 2000 ATLANTA, GA 30339 | | | Vice President | |

Signatures

/s/ Lindsey K.
Parnell

03/15/2006

**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) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (2) The stock option became exercisable at the rate of 20% per year; the first increment became exercisable on March 2, 2000.
- (3) The stock option became exercisable at the rate of 20% per year; the first increment became exercisable on July 6, 2001.
- (4) The stock option became exercisable at the rate of 20% per year; the first increment became exercisable on November 26, 2002.
- (5) 50% of the option vested and became exercisable as of the grant date, and the remaining 50% of the option became exercisable on December 31, 2004.

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.