

HENDRIX DANIEL T  
Form 4  
February 24, 2006

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
HENDRIX DANIEL T

(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)  
02/22/2006

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)  
President and CEO

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 B Common Stock            | 02/22/2006                           |  | C                              |   | 13,000 <sup>(1)</sup>   | D  | \$ 0 501,079 <sup>(2)</sup> D                         |
| Class A Common Stock            | 02/22/2006                           |  | C                              |   | 13,000 <sup>(1)</sup>   | A  | \$ 0 60,260 D   |
| Class A Common Stock            | 02/23/2006                           |  | S                              |   | 86 <sup>(3)</sup>   | D  | \$ 10.81 60,174 D                                     |
| Class A Common                  | 02/23/2006                           |  | S                              |   | 1,340 <sup>(3)</sup>  | D  | \$ 10.8 58,834 D                                      |

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|                            |            |   |                         |   |             |            |   |  |                   |
|----------------------------|------------|---|-------------------------|---|-------------|------------|---|--|-------------------|
| Stock                      |            |   |                         |   |             |            |   |  |                   |
| Class A<br>Common<br>Stock | 02/23/2006 | S | 129 <sup>(3)</sup>      | D | \$<br>10.79 | 58,705     | D |  |                   |
| Class A<br>Common<br>Stock | 02/23/2006 | S | 542 <sup>(3)</sup>      | D | \$<br>10.76 | 58,163     | D |  |                   |
| Class A<br>Common<br>Stock | 02/23/2006 | S | 9,165<br><sup>(3)</sup> | D | \$<br>10.75 | 48,998     | D |  |                   |
| Class A<br>Common<br>Stock | 02/23/2006 | S | 143 <sup>(3)</sup>      | D | \$<br>10.73 | 48,855     | D |  |                   |
| Class A<br>Common<br>Stock | 02/23/2006 | S | 341 <sup>(3)</sup>      | D | \$<br>10.71 | 48,514     | D |  |                   |
| Class A<br>Common<br>Stock | 02/23/2006 | S | 1,254<br><sup>(3)</sup> | D | \$ 10.7     | 47,260     | D |  |                   |
| Class B<br>Common<br>Stock |            |   |                         |   |             | 4,209.0354 | I |  | by 401(k)<br>plan |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| HENDRIX DANIEL T<br>2859 PACES FERRY ROAD<br>SUITE 2000<br>ATLANTA, GA 30339 | X             |           | President and CEO |       |

## Signatures

/s/ Daniel T.

Hendrix

02/24/2006

\*\*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) 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) This sale was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on June 30, 2004.

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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