

INTERFACE INC
Form 4
February 28, 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 *
WILLOCH RAYMOND S

(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)
02/24/2006

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)
Senior VP, Secretary and GC

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)	(A) or (D)	5. Amount or Price	6. Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/24/2006		M ⁽¹⁾	4,000	A	\$ 4.75	63,496	D
Class A Common Stock	02/24/2006		S	300	D	\$ 11.23	63,196	D
Class A Common Stock	02/24/2006		S	2,500	D	\$ 11.22	60,696	D
Class A Common	02/24/2006		S	8,164	D	\$ 11.25	52,532	D

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Stock								
Class A Common Stock	02/24/2006		S	12,100	D	\$ 11.26	40,432	D
Class A Common Stock	02/24/2006		S	11,600	D	\$ 11.27	28,832	D
Class A Common Stock	02/24/2006		S	1,354	D	\$ 11.3	27,478	D
Class A Common Stock	02/27/2006		M ⁽¹⁾	14,000	A	\$ 5.53	41,478	D
Class A Common Stock	02/27/2006		S	9,000	D	\$ 11.25	32,478	D
Class A Common Stock	02/27/2006		S	5,000	D	\$ 11.3	27,478	D

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 4.75	02/24/2006		M ⁽¹⁾	4,000 (2)	11/26/2002	11/26/2011	Class A or Class B Common Stock	4,000
Employee Stock	\$ 5.53	02/27/2006		M ⁽¹⁾	14,000 (3)	01/02/2004	01/02/2009	Class A or Blass	14,000

