

INTERFACE INC
Form 4
December 13, 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 *
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)
12/11/2006

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)	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	12/11/2006		M ⁽¹⁾		7,921 A \$ 8.453	49,073	D
Class A Common Stock	12/11/2006		F		4,396 D \$ 15.23	44,677	D
Class A Common Stock	12/11/2006		M ⁽¹⁾		4,000 A \$ 4.75	48,677	D
Class A Common	12/11/2006		S		2,500 D \$ 15.16	46,177	D

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Stock							
Class A Common Stock	12/11/2006		S	5,509	D	\$ 15.2	40,668 D
Class A Common Stock	12/11/2006		S	400	D	\$ 15.21	40,268 D
Class A Common Stock	12/11/2006		S	843	D	\$ 15.22	39,425 D
Class A Common Stock	12/11/2006		S	1,401	D	\$ 15.24	38,024 D
Class A Common Stock	12/11/2006		S	8,021	D	\$ 15.25	30,003 D
Class A Common Stock	12/11/2006		S	1,000	D	\$ 15.26	29,003 D
Class A Common Stock	12/11/2006		S	804	D	\$ 15.3	28,199 D
Class A Common Stock	12/11/2006		S	3,500	D	\$ 15.35	24,699 D
Class B Common Stock							136,988 ⁽²⁾ 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 Securities (Instr. 3 and 4)
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 8.453	12/11/2006	M ⁽¹⁾	7,921	01/16/2002 ⁽³⁾	01/16/2011	Class A or Class B Common Stock	7,921
Employee Stock Option (Right to Buy)	\$ 4.75	12/11/2006	M ⁽¹⁾	4,000	11/26/2002 ⁽⁴⁾	11/26/2011	Class A or Class B Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLOCH RAYMOND S 2859 PACES FERRY ROAD SUITE 2000 ATLANTA, GA 30339			Senior VP, Secretary and GC	

Signatures

/s/ Raymond S. Willoch 12/13/2006

**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) A substantial number of such shares are restricted shares subject to a risk of forfeiture under certain circumstances.
- (3) The option vests and becomes exercisable at the rate of 20% per year. The first increment became exercisable on January 16, 2002.
- (4) The option vests and becomes exercisable at the rate of 20% per year. The first increment became exercisable on November 26, 2002.

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