

INTERFACE INC
 Form 5
 February 12, 2001

Form 5

UNITED STATES SECURITIES AND
 EXCHANGE COMMISSION
 Washington, DC 20549

OMB
 APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL
 OWNERSHIP

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b).
- Form 3 Holdings Reported
- Form 4 Holdings Reported

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

| | | | | | | | |
|--|---------|----------|---|--|---|--|--|
| 1. Name and Address of Reporting Person* Anderson Ray C. | | | 2. Issuer Name and Ticker or Trading Symbol Interface, Inc. (IFSIA) | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity voluntary) | 4. Statement Month/Year December 31, 2000 | <u>Chairman, President and CEO</u> | | |
| 2859 Paces Ferry Road, Suite 2000 | | | | | | | |
| (Street) Atlanta GA 30339 | | | 5. If Amendment, Date of Original (Month/Year) | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| (City) | (State) | (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

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| 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 Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--------------------------------|---|------------|-------|--|--|---|
| | | | Amount | (A) or (D) | Price | | | |
| Class B Common Stock | 12/15/00 | G | 11,265 | D | N/A | 3,481,686 | D | |
| Class A Common Stock | | 4* | | | | | I | Spouse** |
| Class A Common Stock | | 4*** | | | | 10,000 | I | Spouse** |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

* The reporting person's spouse purchased 800 shares of Class A Common Stock on 10/30/98 for \$12 ¹¹/₁₆ per share.
 ** The reporting person disclaims beneficial ownership of the shares held by his spouse.
 ***The reporting person's spouse purchased 1,000 shares of Class A Common Stock on 5/18/00 for \$3 ¹¹/₁₆ per share.

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)

| Conversion or Exercise of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 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 | 10. Ownership Form of Derivative Security: Direct (D) or Indirect |
|---|--------------------------------------|--------------------------------|--|--|---|--|---|---|
|---|--------------------------------------|--------------------------------|--|--|---|--|---|---|

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| | | Disposed of(D) (Instr. 3, 4 and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (Instr. 4) | (I) (Instr. 4) |
|--|--|---------------------------------------|-----|------------------|-----------------|-------|----------------------------|--|------------|-------------------|
| | | (A) | (D) | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

Explanation of Responses:

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

/s/ Ray C. Anderson

2/07/01

Date

Ray C. Anderson

**Signature of Reporting Person

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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