

HENDRIX DANIEL T
Form 4
January 21, 2010

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, OVERLOOK III, 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)
01/19/2010

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 & 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 (D) Price		
Class B Common Stock	01/19/2010		C		21,918 ⁽¹⁾ D \$ 0 518,909 ⁽²⁾	D	
Class A Common Stock	01/19/2010		C		21,918 ⁽¹⁾ A \$ 0 94,178	D	
Class A Common Stock	01/19/2010		S		3,689 ⁽³⁾ D \$ 8.57 90,489	D	
Class A Common Stock	01/19/2010		S		148 ⁽³⁾ D \$ 8.61 90,341	D	

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Common Stock								
Class A Common Stock	01/19/2010	S	965 ⁽³⁾	D	\$ 8.63	89,376		D
Class A Common Stock	01/19/2010	S	<u>1,850</u> ⁽³⁾	D	\$ 8.64	87,526		D
Class A Common Stock	01/19/2010	S	<u>1,692</u> ⁽³⁾	D	\$ 8.642	85,834		D
Class A Common Stock	01/19/2010	S	<u>1,609</u> ⁽³⁾	D	\$ 8.65	84,225		D
Class A Common Stock	01/19/2010	S	406 ⁽³⁾	D	\$ 8.658	83,819		D
Class A Common Stock	01/19/2010	S	<u>1,847</u> ⁽³⁾	D	\$ 8.66	81,972		D
Class A Common Stock	01/19/2010	S	965 ⁽³⁾	D	\$ 8.69	81,007		D
Class A Common Stock	01/19/2010	S	483 ⁽³⁾	D	\$ 8.695	80,524		D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.696	80,444		D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.697	80,364		D
Class A Common Stock	01/19/2010	S	402 ⁽³⁾	D	\$ 8.698	79,962		D
Class A Common Stock	01/19/2010	S	<u>1,354</u> ⁽³⁾	D	\$ 8.7	78,608		D
Class A Common Stock	01/19/2010	S	402 ⁽³⁾	D	\$ 8.705	78,206		D
Class A Common Stock	01/19/2010	S	<u>2,068</u> ⁽³⁾	D	\$ 8.71	76,138		D

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Class A Common Stock	01/19/2010	S	563 ⁽³⁾	D	\$ 8.72	75,575	D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.73	75,495	D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.735	75,415	D
Class A Common Stock	01/19/2010	S	1,625 ⁽³⁾	D	\$ 8.737	73,790	D
Class A Common Stock	01/19/2010	S	161 ⁽³⁾	D	\$ 8.74	73,629	D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.745	73,549	D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.75	73,469	D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.755	73,389	D
Class A Common Stock	01/19/2010	S	80 ⁽³⁾	D	\$ 8.76	73,309	D
Class A Common Stock	01/19/2010	S	643 ⁽³⁾	D	\$ 8.765	72,666	D
Class A Common Stock	01/19/2010	S	241 ⁽³⁾	D	\$ 8.766	72,425	D
Class A Common Stock	01/19/2010	S	165 ⁽³⁾	D	\$ 8.77	72,264	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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRIX DANIEL T 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339	X		President & CEO	

Signatures

/s/ David B. Foshee, Attorney
in Fact 01/21/2010

__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) The sale was effected pursuant to a rule 10b5-1(c) trading plan adopted by the reporting person on November 19, 2009.

Remarks:

See additional Form 4 filed today for additional holding.

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.