

INTERFACE INC  
Form 4  
May 26, 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 \*  
**LANIER J SMITH II**

(Last) (First) (Middle)

C/O INTERFACE, INC.2859  
PACES FERRY ROAD, SUITE  
2000

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INTERFACE INC [IFSIA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/24/2006**

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)  
**Former Director**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	05/24/2006		M <sup>(1)</sup>		10,000	A	\$ 4.25 57,000 D
Class A Common Stock	05/24/2006		M <sup>(1)</sup>		4,000	A	\$ 4.75 61,000 D
Class A Common Stock					400	I	By Wife <sup>(2)</sup>

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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 4.25	05/24/2006		M <sup>(1)</sup>	10,000	10/28/2000 <sup>(3)</sup> 10/28/2009	Class A or Class B Common Stock 10,000
Employee Stock Option (Right to Buy)	\$ 4.75	05/24/2006		M <sup>(1)</sup>	4,000	11/26/2002 <sup>(4)</sup> 11/26/2011	Class A or Class B Common Stock 4,000

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

LANIER J SMITH II  
C/O INTERFACE, INC. 2859 PACES FERRY ROAD  
SUITE 2000  
ATLANTA, GA 30339

Former Director

## Signatures

/s/ J. Smith 05/26/2006  
Lanier, II

\*\*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) The reporting person disclaims beneficial ownership of the shares held by his wife.

(3) The stock option became exercisable at the rate of 20% per year; the first increment became exercisable on October 28, 2000.

(4) The stock option became exercisable at the rate of 20% per year; the first increment became exercisable on November 26, 2002.

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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