INTERFACE INC Form 4 March 03, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * LYNCH PATRICK C

2. Issuer Name and Ticker or Trading Symbol

INTERFACE INC [IFSIA]

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

2859 PACES FERRY

(Street)

(First)

ROAD, OVERLOOK III, SUITE 2000

3. Date of Earliest Transaction

4. If Amendment, Date Original

02/27/2009

Director 10% Owner _X__ Officer (give title Other (specify below)

Sr. Vice President & CFO

(Middle)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30339

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(D) (Instr. 3,	4 and (A) or	d of 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)
Class B Common Stock	02/27/2009		Code V	Amount 3,384 (1)	(D)	Price \$ 0	94,949 (2)	D	
Class A Common Stock	02/27/2009		C	3,384 (1)	A	\$0	69,217	D	
Class A Common Stock	02/27/2009		S	36 (3)	D	\$ 2.01	69,181	D	
Class A	02/27/2009		S	104 (3)	D	\$	69,077	D	

Edgar Filing: INTERFACE INC - Form 4

Common Stock				2.02	
Class A Common Stock	02/27/2009	S	174 (3) D	\$ 2.04 68,903	D
Class A Common Stock	02/27/2009	S	17 <u>(3)</u> D	\$ 2.05 68,886	D
Class A Common Stock	02/27/2009	S	139 <u>(3)</u> D	\$ 2.06 68,747	D
Class A Common Stock	02/27/2009	S	157 (3) D	\$ 2.07 68,590	D
Class A Common Stock	02/27/2009	S	17 <u>(3)</u> D	\$ 2.08 68,573	D
Class A Common Stock	02/27/2009	S	435 (3) D	\$ 2.15 68,138	D
Class A Common Stock	02/27/2009	S	136 (3) D	\$ 2.18 68,002	D
Class A Common Stock	02/27/2009	S	139 <u>(3)</u> D	\$ 2.19 67,863	D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)	5. onNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)		Title		

(9-02)

Edgar Filing: INTERFACE INC - Form 4

Date Expiration Exercisable Date

or Number of Shares

Amount

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LYNCH PATRICK C 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339

Sr. Vice President & CFO

Signatures

/s/ David B. Foshee, Attorney in Fact

03/03/2009

**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 December 14, 2007.

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.

Reporting Owners 3