PARNELL LINDSEY KENNETH

Form 4

December 15, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

2005

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

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

1(b).

Stock Class A Common

Stock

12/13/2010

(Print or Type Responses)

1. Name and A PARNELL	NETH Symbol	2. Issuer Name and Ticker or Trading Symbol INTERFACE INC [IFSIA]				5. Relationship of Reporting Person(s) to Issuer			
				_	J		(Che	ck all applicable	e)
(Last)	(First) (N		f Earliest Tra	ansaction					
2859 PACE	C EEDDV	`	Day/Year)				DirectorX_ Officer (giv		Owner er (specify
		12/13/2010				below) below)			
2000	ERLOOK III, SU	TIL					Sr.	Vice President	
	(Street)	4. If Ame	endment, Da	te Original			6. Individual or J	oint/Group Filir	ıg(Check
		Filed(Mo	nth/Day/Year))			Applicable Line) _X_ Form filed by	One Departing De	***
ATLANTA	, GA 30339							More than One Re	
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3.	4. Securit			5. Amount of	6. Ownership	
Security (Month/Day/Year) Execution Date (Instr. 3) any			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
(Ilisti. 3)		(Month/Day/Year)	(Instr. 8)	(111511. 5,	t and .))	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
Clara A			Code V	Amount	(D)	Price	(
Class A	12/12/2010		M (1)	1.500	٨	\$	6 670	D	
Common	12/13/2010		M <u>(1)</u>	1,500	A	4.75	6,670	D	

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

 $M^{(1)}$

50,000 A

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56,670

D

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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. Number of on 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Right to Buy)	\$ 4.75	12/13/2010		M <u>(1)</u>	1,500	11/26/2002(2)	11/26/2011	Class A or Class B Common Stock	1,50
Employee Stock Option (Right to Buy)	\$ 4.31	12/13/2010		M <u>(1)</u>	50,000	01/12/2010(3)	01/12/2019	Class A or Class B Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PARNELL LINDSEY KENNETH 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339

Sr. Vice President

Signatures

/s/ David B. Foshee, Attorney in Fact 12/15/2010

**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) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (2) The option vested and became exercisable at the rate of 20% per year; the first increment became exercisable on November 26, 2002.
- (3) 50% of the option became exercisable on January 12, 2010, and the remaining 50% of the option vests and becomes exercisable on January 12, 2011.

Reporting Owners 2

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