CALLAWAY EDWARD C

Form 4

December 28, 2010

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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).

1. Title of

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CALLAWAY EDWARD C Issuer Symbol INTERFACE INC [IFSIA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify 2859 PACES FERRY 12/27/2010 below) ROAD, OVERLOOK III, SUITE 2000 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ATLANTA, GA 30339 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect Beneficial

Security (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Owned Indirect (I) (Month/Day/Year) (Instr. 8) **Following** (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount Price (D) Class B $M^{(1)}$ Common 12/27/2010 20,000 $41,000^{(2)}$ D Stock Class B $M^{(1)}$ Common 43,500 (2) D 12/27/2010 2,500 Stock

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 (9-02)required to respond unless the form displays a currently valid OMB control

Ownership

(Instr. 4)

Edgar Filing: CALLAWAY EDWARD C - Form 4

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 5.22	12/27/2010		M <u>(1)</u>	20,000	10/22/2004(3)	10/22/2013	Class A or Class B Common Stock	20,000
Stock Option (Right to Buy)	\$ 4.31	12/27/2010		M <u>(1)</u>	2,500	01/12/2010(4)	01/12/2019	Class A or Class B Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CALLAWAY EDWARD C						
2859 PACES FERRY ROAD	v					
OVERLOOK III, SUITE 2000	X					
ATLANTA, GA 30339						

Signatures

/s/ David B. Foshee, Attorney in Fact 12/28/2010

**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) A substantial number of such shares are restricted shares subject to a risk of forfeiture under certain circumstances.
- (3) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on October 22, 2004.

Reporting Owners 2

Edgar Filing: CALLAWAY EDWARD C - Form 4

(4) 50% of the option became exercisable on the first anniversary of the grant date, and the remaining 50% of the option vests and becomes exercisable on January 12, 2011

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.