

WILLOCH RAYMOND S
Form 4
March 15, 2010

FORM 4

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

OMB APPROVAL

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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 *
WILLOCH RAYMOND S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2859 PACES FERRY ROAD, OVERLOOK III, SUITE 2000

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Sr. Vice President

(Street)
ATLANTA, GA 30339

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Class A Common Stock | 03/11/2010 | | S | 3,920 D | \$ 10.75 0 | I | By son ⁽¹⁾ |
| Class A Common Stock | 03/11/2010 | | S | 1,000 D | \$ 10.751 79,090 | D | |
| Class A Common Stock | 03/11/2010 | | S | 4,000 D | \$ 10.75 75,090 | D | |
| Class A Common Stock | 03/11/2010 | | S | 5,000 D | \$ 10.8 70,090 | D | |

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| | | | | | | | |
|----------------------|------------|--|------------------|--------|---|-----------|----------|
| Common Stock | | | | | | | |
| Class A Common Stock | 03/11/2010 | | S | 3,000 | D | \$ 10.95 | 67,090 D |
| Class A Common Stock | 03/11/2010 | | S | 4,000 | D | \$ 11 | 63,090 D |
| Class A Common Stock | 03/12/2010 | | S | 1,250 | D | \$ 11.1 | 61,840 D |
| Class A Common Stock | 03/12/2010 | | S | 1,250 | D | \$ 11.23 | 60,590 D |
| Class A Common Stock | 03/12/2010 | | S | 1,250 | D | \$ 11.4 | 59,340 D |
| Class A Common Stock | 03/12/2010 | | S | 900 | D | \$ 11.311 | 58,440 D |
| Class A Common Stock | 03/12/2010 | | S | 336 | D | \$ 11.31 | 58,104 D |
| Class A Common Stock | 03/12/2010 | | M ⁽²⁾ | 23,201 | A | \$ 4.31 | 81,305 D |
| Class A Common Stock | 03/12/2010 | | F | 8,810 | D | \$ 11.35 | 72,495 D |

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

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

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| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------|---|-----|-----|------------------|---------------------------|---------------------------------|----------------------------|
| Emplouee Stock Option (Right to Buy) | | | | | | | Class A or Class B Common Stock | 23,2 |
| \$ 4.31 | | | | | 03/12/2010 | | | |
| | M ⁽²⁾ | | | | 23,201 | 01/12/2010 ⁽³⁾ | | |
| | | | | | | 01/12/2019 | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLOCH RAYMOND S 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339 | | | Sr. Vice President | |

Signatures

/s/ Raymond S. Willoch 03/15/2010

**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) The reporting person disclaims beneficial ownership of such shares held by son.
- (2) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (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.

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.