

HENDRIX DANIEL T
Form 4
May 19, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
HENDRIX DANIEL T

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

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)
05/17/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

(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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	05/17/2010		M		50,000	A	\$ 4.31 122,260	D
Class A Common Stock	05/17/2010		S		100	D	\$ 13.68 122,160	D
Class A Common Stock	05/17/2010		S		300	D	\$ 13.57 121,860	D
Class A Common Stock	05/17/2010		S		100	D	\$ 121,760	D

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Common Stock					13.5505		
Class A Common Stock	05/17/2010	S	1,010	D	\$ 13.55	120,750	D
Class A Common Stock	05/17/2010	S	390	D	\$ 13.54	120,360	D
Class A Common Stock	05/17/2010	S	452	D	\$ 13.53	119,908	D
Class A Common Stock	05/17/2010	S	380	D	\$ 13.52	119,528	D
Class A Common Stock	05/17/2010	S	467	D	\$ 13.51	119,061	D
Class A Common Stock	05/17/2010	S	600	D	\$ 13.5	118,461	D
Class A Common Stock	05/17/2010	S	800	D	\$ 13.48	117,661	D
Class A Common Stock	05/17/2010	S	600	D	\$ 13.47	117,061	D
Class A Common Stock	05/17/2010	S	200	D	\$ 13.46	116,861	D
Class A Common Stock	05/17/2010	S	100	D	\$ 13.4575	116,761	D
Class A Common Stock	05/17/2010	S	100	D	\$ 13.45	116,661	D
Class A Common Stock	05/17/2010	S	500	D	\$ 13.43	116,161	D
Class A Common Stock	05/17/2010	S	300	D	\$ 13.42	115,861	D
Class A Common Stock	05/17/2010	S	400	D	\$ 13.41	115,461	D

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Class A Common Stock	05/17/2010	S	700	D	\$ 13.4	114,761	D
Class A Common Stock	05/17/2010	S	200	D	\$ 13.39	114,561	D
Class A Common Stock	05/17/2010	S	100	D	\$ 13.3802	114,461	D
Class A Common Stock	05/17/2010	S	400	D	\$ 13.38	114,061	D
Class A Common Stock	05/17/2010	S	300	D	\$ 13.37	113,761	D
Class A Common Stock	05/17/2010	S	7	D	\$ 13.36	113,754	D
Class A Common Stock	05/17/2010	S	193	D	\$ 13.35	113,561	D
Class A Common Stock	05/17/2010	S	300	D	\$ 13.33	113,261	D
Class A Common Stock	05/17/2010	S	600	D	\$ 13.31	112,661	D
Class A Common Stock	05/17/2010	S	100	D	\$ 13.3005	112,561	D
Class A Common Stock	05/17/2010	S	400	D	\$ 13.3	112,161	D

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.31	05/17/2010	M	50,000					01/12/2010 ⁽¹⁾	01/12/2019	Class A or Class B Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENDRIX DANIEL T 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339	X		President & CEO	

Signatures

/s/ David B. Foshee, Attorney in Fact
 Date: 05/19/2010

**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) 50% of the option vested and 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.