

BERTOLUCCI MICHAEL D

Form 4

January 24, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERTOLUCCI MICHAEL D

(Last) (First) (Middle)

2859 PACES FERRY
ROAD, SUITE 2000

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

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

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 B Common Stock	01/20/2006		C		14,880	D \$ 0 <u>(1)</u>	44,052 <u>(2)</u>	D	
Class A Common Stock	01/20/2006		C		14,880	A \$ 0 <u>(1)</u>	93,592	D	
Class A Common Stock	01/20/2006		S		88 <u>(3)</u>	D \$ 8.74	93,504	D	
Class A Common	01/20/2006		S		15 <u>(3)</u>	D \$ 8.7	93,489	D	

Stock

Class A Common Stock	01/20/2006	S	73 ⁽³⁾	D	\$ 8.68	93,416	D	
Class A Common Stock	01/20/2006	S	1,466 ⁽³⁾	D	\$ 8.67	91,950	D	
Class A Common Stock	01/20/2006	S	286 ⁽³⁾	D	\$ 8.66	91,664	D	
Class A Common Stock	01/20/2006	S	161 ⁽³⁾	D	\$ 8.65	91,503	D	
Class A Common Stock	01/20/2006	S	1,172 ⁽³⁾	D	\$ 8.64	90,331	D	
Class A Common Stock	01/20/2006	S	44 ⁽³⁾	D	\$ 8.62	90,287	D	
Class A Common Stock	01/20/2006	S	117 ⁽³⁾	D	\$ 8.61	90,170	D	
Class A Common Stock	01/20/2006	S	2,770 ⁽³⁾	D	\$ 8.6	87,400	D	
Class A Common Stock	01/20/2006	S	1,248 ⁽³⁾	D	\$ 8.59	86,152	D	
Class B Common Stock						22,440	I	by 401(k) plan

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

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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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)Follow
Repor
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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BERTOLUCCI MICHAEL D
2859 PACES FERRY ROAD
SUITE 2000
ATLANTA, GA 30339

Senior Vice President

Signatures

/s/ Michael D.
Bertolucci

01/20/2006

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) This sale was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on June 30, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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