WILLOCH RAYMOND S

Form 4 March 21, 2006

FORM 4

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

OMB Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0287

0.5

January 31, 2005

Estimated average burden hours per response...

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

obligations may continue. See Instruction

1. Name and Address of Reporting Person *

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

Clast Clas	WILLOCH RAYMOND S		Symbol	3					Issuer				
Class A Common O3/17/2006 Fersion Common O3/17/2006 First Common O3/17/2006					INTERFACE INC [IFSIA]					(Check all applicable)			
City	(Last)	(First)	(Middle)			ansaction							
ROAD, SUITE 2000 Str. VP, Secretary and GC Street A. If Amendment, Date Original Filed(Month/Day/Year) Filed(Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Ownership Indirect (Instr. 3)	2050 DA GE	C EEDDY		`	•								
City State				03/17/2	006						i (specify		
ATLANTA, GA 30339 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Month/Day/Year) (Instr. 3) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 3) (Code V Amount On Seporting Person (Instr. 3) (Applicable Line) X_Form filed by More than One Reporting Person 7. Nature of Securities Acquired, Disposed of, or Beneficially Owned (D) or Ownership (Indirect (I) Owned) (D) or Ownership (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 3) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 3) (Instr. 4) (Instr	ROAD, SUI	11E 2000							Sr. VP,	Secretary and	GC		
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(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3)				Filed(Mor	nth/Day/Year)			_X_ Form filed by				
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Month/Day/Year (Instr. 8) Second Code V Amount (D) Price Class A Common O3/17/2006 F 4,312 D Stock Class A Common O3/17/2006 F A,312 D Stock Class A Common O3/17/2006 Class A Common Class A Common O3/17/2006 Class A Common Class A Common Class A Class	•			on Date, if						*			
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Common 03/17/2006 F 4,312 D \$ 41,152 D	Stock												
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		03/17/2006			F	4,312	D	13.72	41,152	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.

SEC 1474

(9-02)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Employee Stock Option (Right to Buy)	\$ 8.453	03/17/2006		M <u>(1)</u>	7,000	01/16/2002(2)	01/16/2011	Class A or Class B Common Stock	7,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WILLOCH RAYMOND S 2859 PACES FERRY ROAD SUITE 2000 ATLANTA, GA 30339

Sr. VP, Secretary and GC

Signatures

/s/ Raymond S. Willoch 03/21/2006

**Signature of Reporting Date

Person

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 January 16, 2002.

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.

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