INTERFACE INC Form 4 February 03, 2010

FORM 4

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

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January 31, 2005

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OMB APPROVAL

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LYNCH PATRICK C			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			INTERFACE INC [IFSIA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
2859 PACES	S FERRY		02/01/2010	X Officer (give title Other (specify		
ROAD, OVI 2000	ERLOOK I	II, SUITE		below) Sr. Vice President & CFO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ATI ANTA	GA 30330			_X_ Form filed by One Reporting Person Form filed by More than One Reporting		

ATLANTA, GA 30339

(State)

(Zip)

(City)

Table I - Non-Derivative	Securities Aco	mired. Dispose	d of, or Benef	icially Owned
Table I - Holl-Delivative	Securities Act	quii cu, Disposc	u oi, oi benei	iciany Owncu

Person

							. , .	1	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securing (A) or Di (D) (Instr. 3,	spose 4 and	d of	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class B Common Stock	02/01/2010		С	8,333 (1)	D	\$ 0	86,616 (2)	D	
Class A Common Stock	02/01/2010		C	8,333 (1)	A	\$0	76,196	D	
Class A Common Stock	02/01/2010		S(3)	1,000	D	\$8	75,196	D	
Class A	02/01/2010		S(3)	1,000	D	\$	74,196	D	

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Common Stock					7.99	
Class A Common Stock	02/01/2010	S(3)	1,000	D	\$ 7.9 73,196	D
Class A Common Stock	02/01/2010	S(3)	333	D	\$ 7.88 72,863	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)

9. Nu Deriv Secur Bene

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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 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative
Security or Exercise any Code of (Month/Day/Year) Underlying	Security
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5)
Derivative Securities (Instr. 3 and	4)
Security Acquired	
(A) or	
Disposed	
of (D)	
(Instr. 3,	
4, and 5)	
Amo	ınt
or	
Date Expiration Title Num	ber
Exercisable Date of	
Code V (A) (D) Share	s

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

LYNCH PATRICK C 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339

Sr. Vice President & CFO

Signatures

/s/ Patrick C. Uynch 02/03/2010

**Signature of Date
Reporting Person

Reporting Owners 2

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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) The sale was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on December 28, 2009.

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.