

DILLON RIDGLEY DIANNE
Form 4
December 27, 2006

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

OMB APPROVAL
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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 *
DILLON RIDGLEY DIANNE

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, SUITE 2000

3. Date of Earliest Transaction (Month/Day/Year)
12/26/2006

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

(Street)

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

ATLANTA, GA 30339

(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 | 12/26/2006 | | M ⁽¹⁾ | | 20,000 | A | \$ 10.25 |
| Class A Common Stock | 12/26/2006 | | S | | 100 | D | \$ 14.44 |
| Class A Common Stock | 12/26/2006 | | S | | 214 | D | \$ 14.43 |
| Class A Common Stock | 12/26/2006 | | S | | 200 | D | \$ 14.22 |

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| | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|--------|---|
| Stock | | | | | | | |
| Class A Common Stock | 12/26/2006 | S | 449 | D | \$ 14.41 | 19,137 | D |
| Class A Common Stock | 12/26/2006 | S | 200 | D | \$ 14.4 | 18,937 | D |
| Class A Common Stock | 12/26/2006 | S | 400 | D | \$ 14.39 | 18,537 | D |
| Class A Common Stock | 12/26/2006 | S | 200 | D | \$ 14.38 | 18,337 | D |
| Class A Common Stock | 12/26/2006 | S | 100 | D | \$ 14.37 | 18,237 | D |
| Class A Common Stock | 12/26/2006 | S | 629 | D | \$ 14.36 | 17,608 | D |
| Class A Common Stock | 12/26/2006 | S | 2,667 | D | \$ 14.34 | 14,941 | D |
| Class A Common Stock | 12/26/2006 | S | 985 | D | \$ 14.33 | 13,956 | D |
| Class A Common Stock | 12/26/2006 | S | 3,808 | D | \$ 14.32 | 10,148 | D |
| Class A Common Stock | 12/26/2006 | S | 48 | D | \$ 14.29 | 10,100 | D |
| Class A Common Stock | 12/26/2006 | S | 200 | D | \$ 14.27 | 9,900 | D |
| Class A Common Stock | 12/26/2006 | S | 200 | D | \$ 14.21 | 9,700 | D |
| Class A Common Stock | 12/26/2006 | S | 1,100 | D | \$ 14.2 | 8,600 | D |
| Class A Common Stock | 12/26/2006 | S | 1,445 | D | \$ 14.19 | 7,155 | D |

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| | | | | | | | |
|----------------------------|------------|------------------|--------|---|-------------|--------|---|
| Class A Common Stock | 12/26/2006 | S | 7,055 | D | \$ 14.18 | 100 | D |
| Class A Common Stock | 12/27/2006 | M ⁽¹⁾ | 18,320 | A | \$ 10.25 | 18,420 | D |
| Class A Common Stock | 12/27/2006 | S | 2,966 | D | \$ 14.3 | 15,454 | D |
| Class A Common Stock | 12/27/2006 | S | 3,157 | D | \$ 14.25 | 12,297 | D |
| Class A Common Stock | 12/27/2006 | S | 2,223 | D | \$ 14.24 | 10,074 | D |
| Class A Common Stock | 12/27/2006 | S | 9,974 | D | \$ 14.23 | 100 | D |

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 10.25 | 12/26/2006 | | M ⁽¹⁾ | 20,000 | 02/25/1998 ⁽²⁾ | 02/25/2007 | Class A or Class B Common Stock | 20,000 |
| Employee Stock Option | \$ 10.25 | 12/27/2006 | | M ⁽¹⁾ | 18,320 | 02/25/1998 | 02/25/2007 | Class A or Class B | 18,320 |

(Right to
Buy)Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DILLON RIDGLEY DIANNE 2859 PACES FERRY ROAD SUITE 2000 ATLANTA, GA 30339 | X | | | |

Signatures

/s/ Dianne
Dillon-Ridgley 12/27/2006

__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) 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 February 25, 1998.

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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