

HENDRIX DANIEL T  
 Form 4  
 May 19, 2010

**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 \*  
**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 Indirect Beneficial 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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**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				01/12/2010 <sup>(1)</sup>	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

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.