

INTERFACE INC
Form 4
January 04, 2005

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 *
WELLS JOHN R

(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 [IFSLA]

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/30/2004		M ⁽¹⁾		21,500	A	\$ 2.71 72,123
Class A Common Stock	12/30/2004		S		5,500	D	\$ 10 66,623
Class A Common Stock	12/30/2004		S		3,000	D	\$ 10.05 63,623
Class A Common	12/30/2004		S		13,000	D	\$ 10.155 50,623

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Stock

Class A
Common Stock 12/31/2004 M⁽¹⁾ 4,000 A \$ 6.875 54,623 D

Class A
Common Stock 12/31/2004 S 3,000 D \$ 10 51,623 D

Class A
Common Stock 12/31/2004 S 1,000 D \$ 10.0057 50,623 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 (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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2.71	12/30/2004		M ⁽¹⁾	21,500	01/31/2003 ⁽²⁾ 01/31/2006	Class A or Class B Common Stock 21,500
Employee Stock Option (Right to Buy)	\$ 6.875	12/31/2004		M ⁽¹⁾	4,000	07/21/1996 ⁽³⁾ 07/21/2005	Class A or Class B Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WELLS JOHN R
2859 PACES FERRY ROAD, SUITE 2000
ATLANTA, GA 30339

Senior Vice President

Signatures

John R. Wells

01/04/2005

 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) 50% of the option vested and became exercisable as of the grant date (1/31/03), and the remaining 50% of the option vested and became exercisable on the first anniversary of the grant date.
- (3) The option vested and became exercisable at the rate of 20% per year. The first increment vested and became exercisable on July 21, 1996.

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.