

INTERFACE INC
Form 4
August 14, 2008

FORM 4

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

OMB APPROVAL

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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 *
OLIVER THOMAS R

(Last) (First) (Middle)

2859 PACES FERRY ROAD, OVERLOOK III, 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)
06/25/1999

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)

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)
				(A) or (D) Code V Amount Price			
Class A Common Stock	07/23/2008		M ⁽¹⁾	40,000 A	\$ 7.9375 140,000	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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 17.5	06/25/1999		D ⁽²⁾	40,000	07/28/1999 ⁽²⁾	07/28/2008	Class A or Class B Common Stock
Employee Stock Option (Right to Buy)	\$ 7.9375	06/25/1999		A ⁽²⁾	40,000	07/28/1999 ⁽²⁾	07/28/2008	Class A or Class B Common Stock
Employee Stock Option (Right to Buy)	\$ 7.9375	07/23/2008		M ⁽¹⁾	40,000	07/28/1999 ⁽³⁾	07/28/2008	Class A or Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OLIVER THOMAS R 2859 PACES FERRY ROAD OVERLOOK III, SUITE 2000 ATLANTA, GA 30339	X			

Signatures

David B. Foshee, Attorney
in Fact 08/13/2008

**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).

The two reported transactions with Transaction Dates of 6/25/1999 involved an amendment of an outstanding option, resulting in the (2) deemed cancellation of the "old" option and the grant of a replacement option. The option was originally granted on July 28, 1998 and vested and became exercisable at the rate of 20% per year. The first increment became exercisable on July 28, 1999.

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(3) See note 2 above.

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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