

HENDRIX DANIEL T
Form 4/A
October 31, 2007

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 [IFSLA]

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)
06/21/2007

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)
06/25/2007

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 or Price		
Class B Common Stock	06/21/2007		C		35,067 (1) (7)	D	\$ 0
					464,966 (2) (7)	D	
Class A Common Stock	06/21/2007		C		35,067 (1)	A	\$ 0
					163,850 (7)	D	
Class A Common Stock	06/21/2007		M		100,000 (3)	A	\$ 7.125
					263,850	D	
Class A Common Stock	06/21/2007		M		20,000	A	\$ 5.6
					283,850	D	

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				(3)			
Common Stock							
Class A Common Stock	06/21/2007	S	1,078 <u>(4)</u>	D	\$ 19.26	282,772	D
Class A Common Stock	06/21/2007	S	302 <u>(4)</u>	D	\$ 19.25	282,470	D
Class A Common Stock	06/21/2007	S	121 <u>(4)</u>	D	\$ 19.24	282,349	D
Class A Common Stock	06/21/2007	S	60 <u>(4)</u>	D	\$ 19.23	282,289	D
Class A Common Stock	06/21/2007	S	60 <u>(4)</u>	D	\$ 19.22	282,229	D
Class A Common Stock	06/21/2007	S	241 <u>(4)</u>	D	\$ 19.21	281,988	D
Class A Common Stock	06/21/2007	S	423 <u>(4)</u>	D	\$ 19.2	281,565	D
Class A Common Stock	06/21/2007	S	121 <u>(4)</u>	D	\$ 19.19	281,444	D
Class A Common Stock	06/21/2007	S	302 <u>(4)</u>	D	\$ 19.18	281,142	D
Class A Common Stock	06/21/2007	S	786 <u>(4)</u>	D	\$ 19.17	280,356	D
Class A Common Stock	06/21/2007	S	60 <u>(4)</u>	D	\$ 19.12	280,296	D
Class A Common Stock	06/21/2007	S	242 <u>(4)</u>	D	\$ 19.11	280,054	D
Class A Common Stock	06/21/2007	S	121 <u>(4)</u>	D	\$ 19.1	279,933	D
Class A Common Stock	06/21/2007	S	1,028 <u>(4)</u>	D	\$ 19.08	278,905	D

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Class A Common Stock	06/21/2007		S	181 ⁽⁴⁾	D	\$ 19.07	278,724	D	
Class A Common Stock	06/21/2007		S	3,084 ⁽⁴⁾	D	\$ 19.06	275,640	D	
Class A Common Stock	06/21/2007		S	1,391 ⁽⁴⁾	D	\$ 19.05	274,249	D	
Class A Common Stock	06/21/2007		S	423 ⁽⁴⁾	D	\$ 19.03	273,826	D	
Class A Common Stock	06/21/2007		S	4,345 ⁽⁴⁾	D	\$ 19.02	269,481	D	
Class A Common Stock	06/21/2007		S	3,656 ⁽⁴⁾	D	\$ 19.01	265,825	D	
Class A Common Stock	06/21/2007		S	7,725 ⁽⁴⁾	D	\$ 19	258,100	D	
Class A common Stock	06/21/2007		S	1,815 ⁽⁴⁾	D	\$ 18.99	256,285	D	
Class A Common Stock	06/21/2007		S	1,270 ⁽⁴⁾	D	\$ 18.98	255,015	D	
Class A Common Stock	06/21/2007		S	4,719 ⁽⁴⁾	D	\$ 18.97	250,296	D	
Class B Common Stock							4,263	I	By 401(k) Plan

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	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)	Date Exercisable	Expiration Date	Title	Amount
Code	V	(A)	(D)					Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.125	06/21/2007	M	100,000	10/25/2001 ⁽⁵⁾	10/25/2010	Class A or Class B Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 5.6	06/21/2007	M	20,000	01/02/2003 ⁽⁶⁾	01/02/2012	Class A or Class B Common Stock	20,000

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

Daniel T.
Hendrix
10/31/2007

**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) Conversion of a security exempted under 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) Exercise of a derivative security exempted pursuant to Rule 16b-6(b).
- (4) The sale was effected pursuant to a Rule 10b5-1(c) trading plan adopted by the reporting person on June 31, 2004.
- (5) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on October 25, 2001.
- (6) The option vested and became exercisable at the rate of 20% per year. The first increment became exercisable on January 2, 2003.

(7) This Form 4 amends the first Form 4 filed on June 25, 2007 solely with respect to Table 1, Column 5, "Amount of Securities Beneficially Owned Following Reporting Transaction(s)". As of October 26, 2007, the number of shares of Class A Common Stock beneficially owned directly by the reporting person was 143,883, and the number of shares of Class B Common Stock beneficially owned directly by the reporting person was 449,866 (a substantial number of which are restricted shares subject to a risk of forfeiture).

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