

KNOLL INC

Form 4

December 06, 2006

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCabe Barry L

(Last) (First) (Middle)

C/O KNOLL, INC., 1235 WATER
STREET

(Street)

EAST GREENVILLE, PA 18041

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KNOLL INC [KNL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Sr.V.P. & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	12/04/2006		M		5,000	A \$ 10.74	250,654	D	
Common Stock	12/04/2006		S ⁽¹⁾		500	D \$ 20.91	250,154	D	
Common Stock	12/04/2006		S ⁽¹⁾		500	D \$ 20.94	249,654	D	
Common Stock	12/04/2006		S ⁽¹⁾		800	D \$ 20.95	248,854	D	
Common Stock	12/04/2006		S ⁽¹⁾		900	D \$ 20.97	247,954	D	

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Common Stock	12/04/2006	S ⁽¹⁾	1,100	D	\$ 20.98	246,854	D
Common Stock	12/04/2006	S ⁽¹⁾	200	D	\$ 20.99	246,654	D
Common Stock	12/04/2006	S ⁽¹⁾	1,000	D	\$ 21	245,654	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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 10.74	12/04/2006		M	5,000	⁽²⁾ 03/06/2010	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
McCabe Barry L C/O KNOLL, INC. 1235 WATER STREET EAST GREENVILLE, PA 18041	Director 10% Owner Officer Other Sr.V.P. & CFO

Signatures

/s/Patrick A. Milberger,
Attorney-in-Fact 12/06/2006

__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) Effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2006.
- (2) These stock options are a portion of the stock options that vested in 4 annual installments beginning on the first anniversary of March 6, 2000.

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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