INTERFACE INC
Form 4
February 01, 2002

Form 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

OMB APPROVAL

Washington, DC 20549

OMB Number: 3235-0287

Expires: PENDING

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

[ ]

Filed pursuant to Section 16(a) of the Securities Exchange Act of
Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b). **1934, Section 17(a) of the Public**
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

Estimated average burden
hours per response. . . 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol
Willoch, Raymond S.	**Interface, Inc. (IFSIA)**

6. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)

_

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

**Senior Vice President-Administration
General Counsel and Secretary**

(Last)   (First)   (Middle)

2859 Paces Ferry Road, Suite 2000

3. I.R.S. Identification Number
   of Reporting Person, if an
   entity voluntary)

4. Statement for
   Month/Year

January 2002

(Street)

1

Atlanta, Georgia 30339

5. If Amendment, Date of
   Original (Month/Year)

7. Individual or Joint/Group Filing

(Check Applicable Line)
 X 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)

3. Transaction
   Code
   (Instr. 8)

4. Securities Acquired (A) or Disposed of
   (D)   (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at End of Month
(Instr. 3 and 4)

6. Owner-
ship Form:
Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Code

V

Amount

(A) or (D)

Price

Class B Common Stock (Restricted)

1/2/02

A

V

20,000

A

118,665

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

**Potential persons who are to respond
to the collection of information**   (Over)
contained in this form are not required   SEC 1474
to respond unless the form displays a   (3-99)
currently valid OMB control number.

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**FORM 4
(continued)**

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

version rcise e of vative urity	3. Transaction Date (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. Price of Derivative Security (Instr. 5)	9.Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Employee Stock Option
(right to buy)**

4.75

11/26/01

A

V

20,000

*11/26/02

11/26/11

Class A or Class B Common Stock

20,000

0

20,000

D

4

Explanation of Responses:

* **The option vests and becomes exercisable at the rate of 20% per year; the first increment will become exercisable on November 26, 2002.**

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Raymond S. Willoch

Raymond S. Willoch

**Signature of Reporting Person

1/23/02

Date

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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