

KNOLL INC  
Form 4  
February 18, 2010

**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 \*  
STANIAR BURTON B

(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)  
02/16/2010

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)

Chairman of the Board

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2010		M		28,200	A	\$ 10.74
Common Stock	02/16/2010		S		10,000	D	\$ 11.76
Common Stock	02/16/2010		S		17,600	D	\$ 11.78
Common Stock	02/16/2010		S		600	D	\$ 11.79
Common Stock	02/17/2010		M		80,000	A	\$ 10.74

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Common Stock	02/17/2010	S	15,400	D	\$ 11.8	190,192	D
Common Stock	02/17/2010	S	400	D	\$ 11.81	189,792	D
Common Stock	02/17/2010	S	2,200	D	\$ 11.82	187,592	D
Common Stock	02/17/2010	S	29,300	D	\$ 11.83	158,292	D
Common Stock	02/17/2010	S	100	D	\$ 11.84	158,192	D
Common Stock	02/17/2010	S	32,000	D	\$ 11.85	126,192	D
Common Stock	02/17/2010	S	200	D	\$ 11.86	125,992	D
Common Stock	02/17/2010	S	400	D	\$ 11.87	125,592	D
Common Stock	02/18/2010	M	40,000	A	\$ 10.74	165,592	D
Common Stock	02/18/2010	S	2,500	D	\$ 11.71	163,092	D
Common Stock	02/18/2010	S	300	D	\$ 11.73	162,792	D
Common Stock	02/18/2010	S	4,500	D	\$ 11.74	158,292	D
Common Stock	02/18/2010	S	28,200	D	\$ 11.75	130,092	D
Common Stock	02/18/2010	S	1,900	D	\$ 11.76	128,192	D
Common Stock	02/18/2010	S	2,600	D	\$ 11.77	125,592	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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Employee Stock Option (Right to Buy)	\$ 10.74	02/16/2010	M	28,200	(1)	03/06/2010	Common Stock	28,200
Employee Stock Option (Right to Buy)	\$ 10.74	02/17/2010	M	80,000	(1)	03/06/2010	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 10.74	02/18/2010	M	40,000	(1)	03/06/2010	Common Stock	40,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STANIAR BURTON B C/O KNOLL, INC. 1235 WATER STREET EAST GREENVILLE, PA 18041	X		Chairman of the Board	

## Signatures

/s/Michael A. Pollner,  
Attorney-in-Fact

02/18/2010

\_\_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) These stock options were 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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