

Milberger Patrick A
 Form 4
 February 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Milberger Patrick A

(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)
 02/16/2006

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)
 Sr.V.P.,General Counsel & Sec.

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2006		M		26,064	A	\$ 10.94
Common Stock	02/16/2006		M		14,336	A	\$ 10.74
Common Stock	02/16/2006		S		38,400	D	\$ 19.25
Common Stock	02/16/2006		S		1,000	D	\$ 19.29
Common Stock	02/16/2006		S		1,000	D	\$ 19.3

Edgar Filing: Milberger Patrick A - Form 4

Common Stock	02/17/2006	M	6,600	A	\$ 10.74	146,874	D
Common Stock	02/17/2006	S	6,600	D	\$ 19.32	140,274	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 10.94	02/16/2006		M	26,064	<u>(1)</u> 10/29/2007	Common Stock	26,064	
Employee Stock Option (Right to Buy)	\$ 10.74	02/16/2006		M	14,336	<u>(2)</u> 03/06/2010	Common Stock	14,336	
Employee Stock Option (Right to Buy)	\$ 10.74	02/17/2006		M	6,600	<u>(2)</u> 03/06/2010	Common Stock	6,600	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Milberger Patrick A C/O KNOLL, INC.			Sr.V.P., General Counsel & Sec.	

1235 WATER STREET
EAST GREENVILLE, PA 18041

Signatures

/s/Patrick A.

02/21/2006

Milberger

 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 granted on October 29, 1997 and vested in 5 equal annual installments beginning on the first anniversary date of the original grant.
- These stock options were a portion of the stock options that were granted on March 6, 2000 and which vested in 4 annual installments,
- (2) beginning on the first anniversary date of the original grant, in the following schedule: at year 1 - 30%; at year 2 - 20%; at year 3 - 20%; at year 4 - 30%

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.