

Schutte David L  
 Form 4  
 February 16, 2011

**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 \*  
 Schutte David 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)  
 02/14/2011

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.Chief Marketing Officer

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 or Price		
Common Stock	02/14/2011		M		11,800 A \$ 14.52	84,251	D
Common Stock	02/14/2011		S		570 D \$ 20.7	83,681	D
Common Stock	02/14/2011		S		250 D \$ 20.71	83,431	D
Common Stock	02/14/2011		S		4,943 D \$ 20.8	78,488	D
Common Stock	02/14/2011		S		2,973 D \$ 20.81	75,515	D

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Common Stock	02/14/2011	S	535	D	\$ 20.82	74,980	D
Common Stock	02/14/2011	S	690	D	\$ 20.84	74,290	D
Common Stock	02/14/2011	S	120	D	\$ 20.85	74,170	D
Common Stock	02/14/2011	S	290	D	\$ 20.86	73,880	D
Common Stock	02/14/2011	S	404	D	\$ 20.87	73,476	D
Common Stock	02/14/2011	S	340	D	\$ 20.88	73,136	D
Common Stock	02/14/2011	S	319	D	\$ 20.89	72,817	D
Common Stock	02/14/2011	S	266	D	\$ 20.9	72,551	D
Common Stock	02/14/2011	S	100	D	\$ 20.91	72,451	D
Common Stock	02/15/2011	M	13,200	A	\$ 14.52	85,651	D
Common Stock	02/15/2011	S	59	D	\$ 20.56	85,592	D
Common Stock	02/15/2011	S	384	D	\$ 20.58	85,208	D
Common Stock	02/15/2011	S	100	D	\$ 20.59	85,108	D
Common Stock	02/15/2011	S	1	D	\$ 20.61	85,107	D
Common Stock	02/15/2011	S	11	D	\$ 20.62	85,096	D
Common Stock	02/15/2011	S	700	D	\$ 20.63	84,396	D
Common Stock	02/15/2011	S	500	D	\$ 20.65	83,896	D
Common Stock	02/15/2011	S	200	D	\$ 20.66	83,696	D
Common Stock	02/15/2011	S	200	D	\$ 20.67	83,496	D
Common Stock	02/15/2011	S	800	D	\$ 20.68	82,696	D
	02/15/2011	S	100	D		82,596	D

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Common Stock						\$ 20.69	
Common Stock	02/15/2011	S	1,200	D	\$ 20.7	81,396	D
Common Stock	02/15/2011	S	125	D	\$ 20.72	81,271	D
Common Stock	02/15/2011	S	4,100	D	\$ 20.73	77,171	D
Common Stock	02/15/2011	S	300	D	\$ 20.76	76,871	D

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

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 14.52	02/14/2011		M	11,800	<u>(1)</u> 06/07/2014	Common Stock	11,800	
Employee Stock Option (Right to Buy)	\$ 14.52	02/15/2011		M	13,200	<u>(1)</u> 06/07/2014	Common Stock	13,200	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schutte David L  
C/O KNOLL, INC.  
1235 WATER STREET  
EAST GREENVILLE, PA 18041

Sr.V.P.Chief Marketing Officer

## Signatures

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

02/16/2011

\_\_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 options are a portion of the stock options that vested in four annual installments beginning on the first anniversary of June 7, 2004.  
These stock options expire on June 7, 2014.

### Remarks:

1 of 2 Forms 4

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