

LORBERBAUM JEFFREY S
Form 4
February 22, 2012

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 *
LORBERBAUM JEFFREY S

2. Issuer Name and Ticker or Trading Symbol
MOHAWK INDUSTRIES INC
[MHK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
MOHAWK INDUSTRIES INC, P O
BOX 12069

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
CALHOUN, GA 30703

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)	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					8,414,619	I	Aladdin Partners <u>(1)</u>
Common Stock					194	I	Managed Account
Common Stock					1,282,918	I	Family Partnership <u>(2)</u>
Common Stock					386,702	I	PAS Trust <u>(2) (3)</u>
	02/07/2012		G ⁽⁴⁾	V	374,605	D	\$ 0 27,085 D

Common Stock										
Common Stock	02/07/2012		G V	374,605	A	\$ 0	374,605	I		Dalton Partners ⁽⁴⁾
Common Stock	02/20/2012		D ⁽⁵⁾	884	D	\$ 66.79	26,201	D		
Common Stock	02/20/2012		D ⁽⁵⁾	240	D	\$ 66.79	25,961	D		
Common Stock	02/21/2012		D ⁽⁵⁾	564	D	\$ 66.14	25,397	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORBERBAUM JEFFREY S MOHAWK INDUSTRIES INC P O BOX 12069 CALHOUN, GA 30703	X		Chairman and CEO	

Signatures

Jeffrey S.
Lorberbaum

02/22/2012

__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) The reporting person reports indirect beneficial ownership of 100% of the issuer shares held by Aladdin Partners, L.P., but disclaims beneficial ownership of these shares except to the extent of his individual pecuniary interest in such shares.

While the number of shares shown as held indirectly through this partnership has declined, the reporting person did not engage in any sale or disposition of Mohawk shares. The reporting person previously reported as indirectly beneficially owned 1,831,120 issuer shares held by JMS Group, L.P. (the "Family Partnership"). On December 13, 2011, in connection with estate planning, the Family Partnership distributed 548,202 shares to the reporting person's PAS Trust (the "Family Partnership Distribution").
- (2) Reflects 548,202 issuer shares received in connection with the Family Partnership Distribution and the distributions of 86,500 and 75,000 of such shares to the reporting person on December 22, 2011 and January 31, 2012, respectively (the "PAS Trust Distributions"). The reporting person previously reported his indirect beneficial ownership of all of these shares through the Family Partnership.

The reporting person received 161,500 shares in connection with the PAS Trust Distributions. The reporting person previously reported his indirect beneficial ownership of all these shares through the Family Partnership. Following these transactions, the reporting person beneficially owned, directly, 401,690 issuer shares. On February 7, 2012, the reporting person transferred 374,605 of such shares to a new family limited partnership ("Dalton Partners"), which resulted in the reporting person beneficially owning, directly, 27,085 shares. The reporting person disclaims beneficial ownership of the shares held by Dalton Partners except to the extent of his individual pecuniary interest in such shares.
- (3) Disposition related to meeting tax obligations upon vesting of restricted stock units.
- (4)
- (5)

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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