

Graves Arthur C  
 Form 4  
 February 16, 2011

**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

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**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 \*  
 Graves Arthur C

(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)  
 Exec.V.P.-Sales & Distribution

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                    | 02/14/2011                           |  | M                              | 11,800 A \$ 16.34   | 119,186   | D  |   |
| Common Stock                    | 02/14/2011                           |  | S                              | 430 D \$ 20.7   | 118,756   | D  |   |
| Common Stock                    | 02/14/2011                           |  | S                              | 250 D \$ 20.71  | 118,506   | D  |   |
| Common Stock                    | 02/14/2011                           |  | S                              | 4,604 D \$ 20.8   | 113,902   | D  |   |
| Common Stock                    | 02/14/2011                           |  | S                              | 3,376 D \$ 20.81  | 110,526   | D  |   |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 02/14/2011 | S | 569    | D | \$ 20.82 | 109,957 | D |
| Common Stock | 02/14/2011 | S | 873    | D | \$ 20.84 | 109,084 | D |
| Common Stock | 02/14/2011 | S | 180    | D | \$ 20.85 | 108,904 | D |
| Common Stock | 02/14/2011 | S | 247    | D | \$ 20.86 | 108,657 | D |
| Common Stock | 02/14/2011 | S | 796    | D | \$ 20.87 | 107,861 | D |
| Common Stock | 02/14/2011 | S | 360    | D | \$ 20.88 | 107,501 | D |
| Common Stock | 02/14/2011 | S | 81     | D | \$ 20.89 | 107,420 | D |
| Common Stock | 02/14/2011 | S | 34     | D | \$ 20.9  | 107,386 | D |
| Common Stock | 02/15/2011 | M | 31,800 | A | \$ 16.34 | 139,186 | D |
| Common Stock | 02/15/2011 | S | 100    | D | \$ 20.53 | 139,086 | D |
| Common Stock | 02/15/2011 | S | 200    | D | \$ 20.54 | 138,886 | D |
| Common Stock | 02/15/2011 | S | 1,900  | D | \$ 20.57 | 136,986 | D |
| Common Stock | 02/15/2011 | S | 16     | D | \$ 20.58 | 136,970 | D |
| Common Stock | 02/15/2011 | S | 2,100  | D | \$ 20.59 | 134,870 | D |
| Common Stock | 02/15/2011 | S | 2,500  | D | \$ 20.6  | 132,370 | D |
| Common Stock | 02/15/2011 | S | 2,599  | D | \$ 20.61 | 129,771 | D |
| Common Stock | 02/15/2011 | S | 311    | D | \$ 20.62 | 129,460 | D |
| Common Stock | 02/15/2011 | S | 1,000  | D | \$ 20.69 | 128,460 | D |
| Common Stock | 02/15/2011 | S | 1,975  | D | \$ 20.72 | 126,485 | D |
| Common Stock | 02/15/2011 | S | 3,000  | D | \$ 20.74 | 123,485 | D |
|              | 02/15/2011 | S | 1,595  | D |          | 121,890 | D |

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|              |            |   |       |   |          |          |   |
|--------------|------------|---|-------|---|----------|----------|---|
| Common Stock |            |   |       |   |          | \$ 20.75 |   |
| Common Stock | 02/15/2011 | S | 1,304 | D | \$ 20.76 | 120,586  | D |
| Common Stock | 02/15/2011 | S | 4,400 | D | \$ 20.79 | 116,186  | D |
| Common Stock | 02/15/2011 | S | 2,814 | D | \$ 20.8  | 113,372  | D |
| Common Stock | 02/15/2011 | S | 1,100 | D | \$ 20.83 | 112,272  | D |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 16.34   | 02/14/2011                           |  | M                              | 11,800  | <u>(1)</u> 02/05/2012                                    | Common Stock 11,800   |
| Employee Stock Option (Right to Buy)       | \$ 16.34   | 02/15/2011                           |  | M                              | 31,800  | <u>(1)</u> 02/05/2012                                    | Common Stock 31,800   |
| Employee Stock Option (Right to Buy)       | \$ 16.34   | 02/16/2011                           |  | M                              | 25,562  | <u>(1)</u> 02/05/2012                                    | Common Stock 25,562   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Graves Arthur C<br>C/O KNOLL, INC.<br>1235 WATER STREET<br>EAST GREENVILLE, PA 18041 |               |           | Exec.V.P.-Sales & Distribution |       |

## Signatures

|  |            |
|--|------------|
| /s/Michael A. Pollner,<br>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 stock options are a portion of the stock options that vested in four annual installments beginning on the first anniversary of February 5, 2002. These stock options expire on February 5, 2012.

### Remarks:

1 of 2 Forms 4

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