MAYPOLE JOHN F Form 4/A

January 12, 2005

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MAYPOLE JOHN F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

KNOLL INC [KNL]

(Check all applicable)

(First) (Middle) (Last) 3. Date of Earliest Transaction

> (Month/Day/Year) 12/17/2004

X_ Director 10% Owner Other (specify Officer (give title below)

55 SANDY HOOK ROAD NORTH

(Street)

6. Individual or Joint/Group Filing(Check

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

12/21/2004

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

SARASOTA, FL 34242

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)

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Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V Title (A) (D) Date Expiration Amount Exercisable Date or Number of Shares **Employee** Stock Common (2) 12/17/2014 **Options** \$ 17.8 (1) 12/17/2004 Α 25,000 25,000 Stock (right to buy)

Reporting Owners

Relationships

Reporting Owner Name / Address

Director $\frac{10\%}{\text{Owner}}$ Officer Other

MAYPOLE JOHN F 55 SANDY HOOK ROAD NORTH X SARASOTA, FL 34242

Signatures

/s/ Patrick A. Milberger,
Attorney-in-Fact
01/12/2005

**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) This amendment to Form 4 is being filed solely to amend the exercise price of the Employee Stock Options as disclosed in the Form 4 filed by Mr. Maypole with the Securities and Exchange Commission on December 21, 2004.
- (2) Granted on December 17, 2004, the option vests in 4 equal annual installments, beginning on December 17, 2005, 2006, 2007 and 2008. 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.

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