

Cogan Andrew B
Form 4
February 22, 2006

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cogan Andrew B

(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)
02/21/2006

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)

Chief Executive 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/21/2006		M	26,064	A \$ 10.94	735,498	D
Common Stock	02/21/2006		M	120,000	A \$ 10.74	855,498	D
Common Stock	02/21/2006		S	16,064	D \$ 19.5	839,434	D
Common Stock	02/21/2006		S	91,000	D \$ 19.6	748,434	D
Common Stock	02/21/2006		S	1,000	D \$ 19.61	747,434	D

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Common Stock	02/21/2006	S	6,000	D	\$ 19.62	741,434	D
Common Stock	02/21/2006	S	1,000	D	\$ 19.64	740,434	D
Common Stock	02/21/2006	S	31,000	D	\$ 19.65	709,434	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 Number Shares
Employee Stock Option (Right to Buy)	\$ 10.94	02/21/2006		M		26,064		<u>(1)</u>	10/29/2007	Common Stock	26,064
Employee Stock Option (Right to Buy)	\$ 10.74	02/21/2006		M		120,000		<u>(2)</u>	03/06/2010	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cogan Andrew B C/O KNOLL, INC. 1235 WATER STREET EAST GREENVILLE, PA 18041	X		Chief Executive Officer	

Signatures

/s/Patrick A. Milberger,
Attorney-In-Fact

02/22/2006

__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.

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