

Cogan Andrew B
 Form 4
 February 22, 2006

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 *
 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 (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/21/2006		M		26,064 A \$ 10.94	D	
Common Stock	02/21/2006		M		120,000 A \$ 10.74	D	
Common Stock	02/21/2006		S		16,064 D \$ 19.5	D	
Common Stock	02/21/2006		S		91,000 D \$ 19.6	D	
Common Stock	02/21/2006		S		1,000 D \$ 19.61	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. 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.