

LORBERBAUM MARK
Form 4
September 10, 2009

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 MARK

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)
7599 ISLA VERDE WAY

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/08/2009

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

DELRAY BEACH, FL 33446

(City) (State) (Zip)

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

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 | Price | |
| Common Stock | 09/08/2009 | | S | | 100,000 | \$ 49.04 (1) | 260,097.272 (2) D |
| Common Stock | 09/09/2009 | | S | | 150,000 | \$ 49.85 (3) | 110,097.272 D |
| Common Stock | 09/10/2009 | | S | | 50,000 | \$ 49.71 (4) | 60,097.272 D |
| Common Stock | | | | | | | 2,379,322 (5) I Family Ltd PS |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LORBERBAUM MARK 7599 ISLA VERDE WAY DELRAY BEACH, FL 33446 | | X | | |

Signatures

/s/ Mark
Lorberbaum 09/10/2009

**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 price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$48.85 to \$49.18. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.
- (2) Reflects a change in form of beneficial ownership of 356,282 shares previously reported as indirectly owned through JMS Group Limited Partnership ("JMS"), which were distributed to the reporting person on a pro rata basis in connection with a redemption of the reporting person's limited partnership interest in JMS.
- (3) The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$49.04 to \$50.24. Upon request by SEC staff, the issuer or a security holder of

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the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

- (4) The price shown is the weighted average price at which shares were sold in multiple sales transactions made pursuant to a single market order. The range of prices for the transactions made was \$49.39 to \$50.02. Upon request by SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares sold at each separate price.

- (5) The general partner of JMS Group Limited Partnership ("JMS") is SJL Management Company, LLC ("SJL"). The reporting person, Ms. Suzanne L. Helen and Mr. Jeffrey S. Lorberbaum are equal members of SJL, and each of them reports indirect ownership of 100% of the issuer shares held by JMS, but disclaims beneficial ownership of these shares except to the extent of his or her individual pecuniary interest in such shares. The number of shares reported on this Form 4 as indirectly owned through JMS excludes 356,282 shares previously reported as indirectly owned by the reporting person which were distributed to the reporting person on a pro rata basis in connection with a redemption of his limited partnership interest in JMS.

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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