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INTERLINE BRANDS, INC./DE

Reported by

GOLDSTEIN BARRY J.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/11/12 for the Period Ending 05/10/12

Address	701 SAN MARCO BOULEVARD JACKSONVILLE, FL 32207
Telephone	904-421-1400
CIK	0001292900
Symbol	IBI
SIC Code	5070 - Hardware, And Plumbing And Heating Equipment
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/29

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Goldstein Barry J.	**INTERLINE BRANDS, INC./DE [IBI]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **C/O INTERLINE BRANDS, INC., 701 SAN MARCO BOULEVARD**	3. Date of Earliest Transaction (MM/DD/YYYY) **5/10/2012**	
(Street) **JACKSONVILLE, FL 32207** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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			

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right) to buy Common Stock	**$18.49**	**5/10/2012**		**A**		**4904**		(1)	**5/10/2022**	**Common Stock**	**4904**	**$0**	**4904**	**D**	
Deferred Unit of Stock	(2)	**5/10/2012**		**A**		**3515**		(3)	(3)	**Common Stock**	**3515**	**$0**	**17401**	**D**	

Explanation of Responses:

(1) Options shall vest and become exercisable as to 100% of the Option Shares underlying the Options on the first anniversary of the date of grant.

(2) Each deferred stock unit ("DSU") represents the Company's obligation to transfer one share of common stock, $.01 par value per share, in accordance with the terms of the DSU agreement pursuant to which the DSUs were granted.

(3) These DSUs are being granted under the Company's 2004 Equity Incentive Plan (the "Plan") and shall settle upon the earlier of a change in control, as defined in the Plan, or one year following the grantee's departure from the Company's Board of Directors.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Goldstein Barry J. **C/O INTERLINE BRANDS, INC.** **701 SAN MARCO BOULEVARD** **JACKSONVILLE, FL 32207**	**X**			

Signatures

/s/ Michael Agliata, Attorney-in-Fact **5/11/2012**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.