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INTERLINE BRANDS, INC./DE

Reported by

SPAHN JAMES A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/24/12 for the Period Ending 02/24/12

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	Chemical Manufacturing
Sector	Basic Materials
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
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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(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)
SPAHN JAMES A	**INTERLINE BRANDS, INC./DE [IBI]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **C/O INTERLINE BRANDS, INC., 701 SAN MARCO BOULEVARD**	3. Date of Earliest Transaction (MM/DD/YYYY) **2/24/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Vice President, Distribution**
(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			
Common Stock (1)	**2/24/2012**		**M**		**15277**	**A**	**$19.37**	**37515**	**D**	
Common Stock (2)	**2/24/2012**		**F**		**4705**	**D**	**$19.37**	**32810**	**D**	

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				

Explanation of Responses:

(1) Reflects shares of Common Stock issued under the Amended and Restated 2004 Equity Incentive Plan based on time-vesting of previously granted and disclosed Restricted Share Unit awards, contingent upon the executive's continued employment with the Company.

(2) Shares withheld to satisfy the reporting person's tax liability applicable to the vesting of Common Stock described in footnote 1 above.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPAHN JAMES A **C/O INTERLINE BRANDS, INC.** **701 SAN MARCO BOULEVARD**			**Vice President, Distribution**	

JACKSONVILLE, FL 32207				

Signatures

/s/ Michael Agliata, Attorney-in-Fact	**2/24/2012**
** 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.

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