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

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): February 17, 2011

**MOHAWK INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other  
Jurisdiction of  
Incorporation)

**01 13697**  
(Commission File  
Number)

**52-1604305**  
(IRS Employer  
Identification No.)

**160 South Industrial Blvd., Calhoun, Georgia**  
(Address of Principal Executive Offices)

**30701**  
(Zip Code)

Registrant's telephone number, including area code **(706) 629-7721**

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communication pursuant to Rule 425 under Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act CFR 240.17R 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

The following information, including the Exhibit attached hereto, is being furnished pursuant to this Item 2.02 and shall not be deemed “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On February 22, 2011, Mohawk Industries, Inc. (the “Company”), issued a press release announcing its fourth quarter financial results. A copy of the press release is attached hereto and hereby incorporated by reference as Exhibit 99.1.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 17, 2011, Mr. Robert N. Pokelwaldt notified the Board of Directors of the Company of his decision to retire and not stand for re-election as a director of the Company at the 2011 Annual Meeting of Stockholders to be held in May 2011. Mr. Pokelwaldt will continue to serve on the Board of Directors of the Company for the remainder of his current term.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated February 22, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Mohawk Industries, Inc.

Date: February 23, 2011

By: \_\_\_\_\_  
          /s/ JAMES F. BRUNK  
          James F. Brunk  
          V.P. & Corporate Controller

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INDEX TO EXHIBITS

Exhibit  
99.1.

Press release dated February 22, 2011.

**Mohawk Industries, Inc. Announces Fourth Quarter Earnings**

CALHOUN, Ga., Feb. 22, 2011 /PRNewswire via COMTEX/ —

Mohawk Industries, Inc. (NYSE: MHK) today announced 2010 fourth quarter net earnings of \$46 million and diluted earnings per share (EPS) of \$0.66. For the fourth quarter of 2009, the net earnings were \$20 million and EPS was \$0.29. Excluding unusual items, 2009 fourth quarter net earnings and EPS were \$39 million and \$0.56 per share. Net sales for the fourth quarter of 2010 were \$1.3 billion which was a decrease of approximately 6% versus 2009. Net sales for the quarter increased 2% over the prior year on a constant days and exchange rate basis. For the full year of 2010, our net earnings were \$185 million and EPS was \$2.65. For the full year of 2009, our net loss was \$5 million and loss per share was \$0.08. Net sales for the full year of 2010 were \$5.3 billion representing a slight decrease from 2009. On a constant exchange rate and excluding 2009 sales adjustments, net sales decreased 2%. Our cash position and liquidity remain strong with over \$500 million available immediately after retiring \$300 million of bonds in January 2011.

Commenting on the fourth quarter results, Jeffrey S. Lorberbaum, Chairman and CEO stated, "Our earnings exceeded our expectations as results were positively impacted by enhanced manufacturing efficiencies, benefits from restructuring actions, reducing SG&A costs and improved process consistency. Our operating margin of 6.8% continues to show improvement compared to last year despite rising raw material costs. During 2010, our emphasis on innovation, new products, manufacturing improvements and cost reduction have benefited our margins and increased earnings. Investments in the Russian, Chinese and Mexican flooring markets are expanding our international presence and will provide platforms for future revenue and profit growth. The consensus among economists is that these markets will outperform the more mature U.S. and Western European flooring markets. The U.S. industry decline experienced over the past few years appears to have bottomed with some markets showing signs of improvement."

After adjusting for the lower number of days in the quarter, our Mohawk segment net sales decreased 3% but achieved the highest operating margin in two years despite increasing raw material costs. Manufacturing costs, material yields and process controls have improved from last year. Our market position, after adjusting for the number of days in the period, stabilized in the fourth quarter as we accelerated key introductions in new residential polyester carpets and commercial carpet tile products. We implemented a 7-10% carpet price increase in February to offset our raw material inflation. Sales of our commercial carpet tile continue to grow supported by a broader product offering and an expanded sales force. Improved planning and inventory processes have enhanced our service levels, reducing delivery time and costs.

Our Dal-Tile segment net sales declined 4% as reported but increased 4% after adjusting for the lower number of days this period and a constant exchange rate. In the fourth quarter, we began implementing a price increase of 1-2% to cover rising transportation costs. We have added sales personnel focusing on large commercial accounts and housing contractors to maximize participation in these improving markets. Dal-Tile is leading the industry with advances in decorating technologies created by our Reveal Imaging. We are introducing products that have greater distinction between individual tiles, stronger natural visuals and new textures. We are increasing our Mexican sales and customer base by expanding our product selection and sales force. Our joint venture in China is broadening its product offering, implementing new production technology and supplying tile to existing Mohawk markets. The investment in China will position us long term to take advantage of this growing market.

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Our Unilin revenues were flat in the period as reported, but increased 14% after adjusting for the number of days in the period and the exchange rate. Our margins remain compressed as our material costs have continued to escalate. We implemented price increases in our board products in the fourth quarter and are executing additional price increases in boards, laminate and roofing in the first quarter to recover continued inflation and improve margins. Our laminate flooring business is increasing with Northern Europe, Russia and Asia out-performing. We are expanding our home center participation by leveraging our technology and styling leadership. The introduction of new furniture finishes and high definition technology continues to affirm our leadership in laminate technology. We are proceeding with construction of our Russian laminate plant and expanding our Malaysian wood manufacturing.

The economic recovery and stronger consumer spending will positively impact our industry in 2011. The seasonally slow first quarter is being affected by harsh weather and increasing raw material costs offsetting savings from our cost initiatives. The Chinese joint venture's extended holiday shutdown will unfavorably impact our first quarter. The residential remodeling market should improve with increased consumer spending and higher home sales. Commercial remodeling is growing as businesses invest to maximize their operating results. For the balance of 2011, we anticipate an improvement in our results as price increases are implemented, volume expands and the recovery continues. With these factors, our first quarter guidance for earnings is \$0.36 to \$0.44 per share, excluding restructuring charges.

We remain committed to enhancing our organization to drive innovation in product, processes and costs. Advances in our marketing, product introductions, manufacturing efficiencies, and service should yield higher profitability. This year, a higher level of capital investments will improve productivity, support new product development and expand our global reach.

Mohawk is a leading supplier of flooring for both residential and commercial applications. Mohawk offers a complete selection of carpet, ceramic tile, laminate, wood, stone, vinyl, and rugs. These products are marketed under the premier brands in the industry, which include Mohawk, Karastan, Lees, Bigelow, Dal-Tile, American Olean, Unilin and Quick Step. Mohawk's unique merchandising and marketing assist our customers in creating the consumers' dream. Mohawk provides a premium level of service with its own trucking fleet and local distribution.

Certain of the statements in the immediately preceding paragraphs, particularly anticipating future performance, business prospects, growth and operating strategies and similar matters and those that include the words "could," "should," "believes," "anticipates," "expects," and "estimates," or similar expressions constitute "forward-looking statements." For those statements, Mohawk claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. There can be no assurance that the forward-looking statements will be accurate because they are based on many assumptions, which involve risks and uncertainties. The following important factors could cause future results to differ: changes in economic or industry conditions; competition; raw material and energy costs; timing and level of capital expenditures; integration of acquisitions; rationalization of operations; claims; litigation and other risks identified in Mohawk's SEC reports and public announcements.

There will be a conference call Wednesday, February 23, 2011 at 11:00 AM Eastern Time.

The telephone number to call is 1-800-603-9255 for US/Canada and 1-706-634-2294 for International/Local. Conference ID # 38370453. A conference call replay will also be available until March 9, 2011 by dialing 800-642-1687 for US/local calls and 706-645-9291 for International/Local calls and entering Conference ID # 38370453.

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**MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES**

| <b>Consolidated Statement of Operations</b><br><i>(Amounts in thousands, except per share data)</i> | Three Months Ended |                   | Twelve Months Ended |                   |
|---|--------------------|-------------------|---------------------|-------------------|
|   | December 31, 2010  | December 31, 2009 | December 31, 2010   | December 31, 2009 |
| Net sales   | \$ 1,262,198       | 1,347,108         | 5,319,072           | 5,344,024         |
| Cost of sales   | 920,532            | 1,005,414         | 3,916,472           | 4,111,794         |
| Gross profit  | 341,666            | 341,694           | 1,402,600           | 1,232,230         |
| Selling, general and administrative expenses  | 256,026            | 294,829           | 1,088,431           | 1,188,500         |
| Operating income  | 85,640             | 46,865            | 314,169             | 43,730            |
| Interest expense  | 30,166             | 34,527            | 133,151             | 127,031           |
| Other (income) expense, net   | (1,324)            | 1,509             | (7,166)             | (1,108)           |
| Earnings (loss) before income taxes   | 56,798             | 10,829            | 188,184             | (82,193)          |
| Income tax expense (benefit)  | 11,040             | (8,950)           | 2,713               | (76,694)          |
| Net earnings (loss)   | \$ 45,758          | 19,779            | 185,471             | (5,499)           |
| Basic earnings (loss) per share (1)   | \$ 0.67            | 0.29              | 2.66                | (0.08)            |
| Weighted-average common shares outstanding — basic  | 68,612             | 68,472            | 68,578              | 68,452            |
| Diluted earnings (loss) per share (1)   | \$ 0.66            | 0.29              | 2.65                | (0.08)            |
| Weighted-average common shares outstanding — diluted  | 68,843             | 68,682            | 68,784              | 68,452            |

- (1) Basic and diluted earnings per share for the twelve months ended December 31, 2010, includes a decrease of approximately \$0.04 and \$0.05, respectively, for an adjustment to the fair value of a redeemable noncontrolling interest in a consolidated subsidiary of the Company.

**Other Financial Information**

*(Amounts in thousands)*

|   |            |         |         |         |
|---|------------|---------|---------|---------|
| Net cash provided by operating activities | \$ 109,318 | 259,611 | 319,712 | 672,205 |
| Depreciation and amortization             | \$ 74,522  | 81,827  | 296,773 | 303,004 |
| Capital expenditures                      | \$ 69,940  | 37,644  | 156,180 | 108,925 |

**Consolidated Balance Sheet Data**

*(Amounts in thousands)*

|   | December 31, 2010 | December 31, 2009 |
|---|-------------------|-------------------|
| <b>ASSETS</b>   |                   |                   |
| Current assets:                                       |                   |                   |
| Cash and cash equivalents                             | \$ 354,217        | 531,458           |
| Restricted cash                                       | 27,954            | —                 |
| Receivables, net                                      | 614,473           | 673,931           |
| Inventories   | 1,007,503         | 892,981           |
| Prepaid expenses                                      | 91,731            | 108,947           |
| Deferred income taxes and other current assets        | 152,735           | 151,683           |
| Total current assets                                  | 2,248,613         | 2,359,000         |
| Property, plant and equipment, net                    | 1,687,124         | 1,791,412         |
| Goodwill  | 1,369,394         | 1,411,128         |
| Intangible assets, net                                | 677,127           | 785,342           |
| Deferred income taxes and other non-current assets    | 116,668           | 44,564            |
|   | \$ 6,098,926      | 6,391,446         |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>           |                   |                   |
| Current liabilities:                                  |                   |                   |
| Current portion of long-term debt                     | \$ 350,588        | 52,907            |
| Accounts payable and accrued expenses                 | 698,326           | 831,115           |
| Total current liabilities                             | 1,048,914         | 884,022           |
| Long-term debt, less current portion                  | 1,302,994         | 1,801,572         |
| Deferred income taxes and other long-term liabilities | 440,021           | 471,570           |
| Total liabilities                                     | 2,791,929         | 3,157,164         |
| Noncontrolling interest                               | 35,441            | 33,459            |
| Total stockholders' equity                            | 3,271,556         | 3,200,823         |
|   | \$ 6,098,926      | 6,391,446         |

**Segment Information**

As of or for the Three Months Ended

As of or for the Twelve Months Ended

| <i>(Amounts in thousands)</i>   | December 31, 2010 | December 31, 2009 | December 31, 2010 | December 31, 2009 |
|---------------------------------|-------------------|-------------------|-------------------|-------------------|
| <b>Net sales:</b>               |                   |                   |                   |                   |
| Mohawk                          | \$ 667,230        | 738,716           | 2,844,876         | 2,856,741         |
| Dal-Tile                        | 317,354           | 329,985           | 1,367,442         | 1,426,757         |
| Unilin                          | 297,415           | 298,331           | 1,188,274         | 1,128,315         |
| Intersegment sales              | (19,801)          | (19,924)          | (81,520)          | (67,789)          |
| Consolidated net sales          | \$ 1,262,198      | 1,347,108         | 5,319,072         | 5,344,024         |
| <b>Operating income (loss):</b> |                   |                   |                   |                   |
| Mohawk                          | \$ 48,804         | 16,269            | 122,904           | (125,965)         |
| Dal-Tile                        | 19,902            | 11,528            | 97,334            | 84,154            |
| Unilin                          | 20,864            | 25,331            | 114,298           | 105,953           |
| Corporate and eliminations      | (3,930)           | (6,263)           | (20,367)          | (20,412)          |
| Consolidated operating income   | \$ 85,640         | 46,865            | 314,169           | 43,730            |
| <b>Assets:</b>                  |                   |                   |                   |                   |
| Mohawk                          |                   |                   | \$ 1,637,319      | 1,582,652         |
| Dal-Tile                        |                   |                   | 1,644,448         | 1,546,393         |
| Unilin                          |                   |                   | 2,475,049         | 2,598,182         |
| Corporate and eliminations      |                   |                   | 342,110           | 664,219           |
| Consolidated assets             |                   |                   | \$ 6,098,926      | 6,391,446         |



## Reconciliation of Net Earnings to Adjusted Net Earnings and Adjusted Diluted Earnings Per Share

(Amounts in thousands, except per share data)

|  | Three Months Ended<br>December 31, 2009 |
|--|---|
| Net earnings   | \$ 19,779                               |
| Unusual items:                                       |   |
| Business restructurings                              | 29,787                                  |
| Income taxes   | (10,872)                                |
| Adjusted net earnings                                | \$ 38,694                               |
| Adjusted diluted earnings per share                  | \$ 0.56                                 |
| Weighted-average common shares outstanding — diluted | 68,682                                  |

## Reconciliation of Net Sales to Adjusted Net Sales

(Amounts in thousands)

|                                | Three Months Ended |                   | Twelve Months Ended |                   |
|--------------------------------|--------------------|-------------------|---------------------|-------------------|
|                                | December 31, 2010  | December 31, 2009 | December 31, 2010   | December 31, 2009 |
| Net sales                      | \$ 1,262,198       | 1,347,108         | 5,319,072           | 5,344,024         |
| Adjustments to net sales       |                    |                   |                     |                   |
| Commercial carpet tile reserve | —                  | —                 | —                   | 121,224           |
| Impact of shipping days        | 95,145             | —                 | —                   | —                 |
| Exchange rate                  | 18,557             | —                 | 36,588              | —                 |
| Adjusted net sales             | \$ 1,375,900       | 1,347,108         | 5,355,660           | 5,465,248         |

## Reconciliation of Segment Net Sales to Adjusted Segment Net Sales

(Amounts in thousands)

|                          | Three Months Ended |                   |
|--------------------------|--------------------|-------------------|
|                          | December 31, 2010  | December 31, 2009 |
| <b>Mohawk segment</b>    |                    |                   |
| Net sales                | \$ 667,230         | 738,716           |
| Adjustments to net sales |                    |                   |
| Impact of shipping days  | 46,100             | —                 |
| Adjusted net sales       | \$ 713,330         | 738,716           |
| <b>Dal-Tile segment</b>  |                    |                   |
| Net sales                | \$ 317,354         | 329,985           |
| Adjustments to net sales |                    |                   |
| Impact of shipping days  | 26,445             | —                 |
| Exchange rate            | (1,592)            | —                 |
| Adjusted net sales       | \$ 342,207         | 329,985           |
| <b>Unilin segment</b>    |                    |                   |
| Net sales                | \$ 297,415         | 298,331           |
| Adjustments to net sales |                    |                   |
| Impact of shipping days  | 22,600             | —                 |
| Exchange rate            | 20,149             | —                 |
| Adjusted net sales       | \$ 340,164         | 298,331           |

## Reconciliation of Gross Profit to Adjusted Gross Profit

(Amounts in thousands)

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | December 31, 2010  | December 31, 2009 |
| Gross profit                                    | \$ 341,666         | 341,694           |
| Adjustments to gross profit                     |                    |                   |
| Business restructurings                         | —                  | 22,295            |
| Adjusted gross profit                           | \$ 341,666         | 363,989           |
| Adjusted gross margin as a percent of net sales | 27.1%              | 27.0%             |



### Reconciliation of Selling, General and Administrative Expenses to Adjusted Selling, General and Administrative Expenses

(Amounts in thousands)

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | December 31, 2010  | December 31, 2009 |
| Selling, general and administrative expenses                                    | \$ 256,026         | 294,829           |
| Adjustments to selling, general and administrative expenses                     |                    |                   |
| Business restructurings   | —                  | 7,492             |
| Adjusted selling, general and administrative expenses                           | \$ 256,026         | 302,321           |
| Adjusted selling, general and administrative expenses as a percent of net sales | 20.3%              | 22.4%             |

### Reconciliation of Operating Income to Adjusted Operating Income

(Amounts in thousands)

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | December 31, 2010  | December 31, 2009 |
| Operating income                                    | \$ 85,640          | 46,865            |
| Adjustments to operating income                     |                    |                   |
| Business restructurings                             | —                  | 29,787            |
| Adjusted operating income                           | \$ 85,640          | 76,652            |
| Adjusted operating margin as a percent of net sales | 6.8%               | 5.7%              |

### Reconciliation of Segment Operating Income to Adjusted Segment Operating Income

(Amounts in thousands)

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | December 31, 2010  | December 31, 2009 |
| <b>Mohawk segment</b>                                       |                    |                   |
| Operating income  | \$ 48,804          | 16,269            |
| Adjustments to operating income                             |                    |                   |
| Business restructurings                                     | —                  | 20,189            |
| Adjusted operating income                                   | \$ 48,804          | 36,458            |
| Adjusted operating margin as a percent of segment net sales | 7.3%               | 4.9%              |

### Dal-Tile segment

|   |           |        |
|---|-----------|--------|
| Operating income  | \$ 19,902 | 11,528 |
| Adjustments to operating income                             |           |        |
| Add: Business restructurings                                | —         | 9,598  |
| Adjusted operating income                                   | \$ 19,902 | 21,126 |
| Adjusted operating margin as a percent of segment net sales | 6.3%      | 6.4%   |

### Reconciliation of Total Debt to Net Debt

(Amounts in thousands)

|                                      | Three Months Ended |
|--------------------------------------|--------------------|
|                                      | December 31, 2010  |
| Current portion of long-term debt    | \$ 350,588         |
| Long-term debt, less current portion | 1,302,994          |
| Less: Cash and cash equivalents      | 382,171            |
| Net Debt                             | \$ 1,271,411       |

### Reconciliation of Total Debt and Equity to Total Capitalization

(Amounts in thousands)

|                                      | Three Months Ended |
|--------------------------------------|--------------------|
|                                      | December 31, 2010  |
| Current portion of long-term debt    | \$ 350,588         |
| Long-term debt, less current portion | 1,302,994          |
| Total equity                         | 3,271,556          |
| Total Capitalization                 | \$ 4,925,138       |
| Net Debt to Capitalization           | 26%                |

**Reconciliation of Operating Income to Adjusted EBITDA***(Amounts in thousands)*

|                               | Three Months Ended |              |                 |                   | Trailing Twelve                   |
|-------------------------------|--------------------|--------------|-----------------|-------------------|-----------------------------------|
|                               | April 3, 2010      | July 3, 2010 | October 2, 2010 | December 31, 2010 | Months Ended<br>December 31, 2010 |
| Operating income              | \$ 53,621          | 89,726       | 85,182          | 85,640            | 314,169                           |
| Other income (expense)        | 3,799              | (1,428)      | 3,471           | 1,324             | 7,166                             |
| Depreciation and amortization | 76,798             | 72,497       | 72,956          | 74,522            | 296,773                           |
| Business restructurings       | 4,004              | 4,929        | 3,330           | —                 | 12,263                            |
| Adjusted EBITDA               | \$ 138,222         | 165,724      | 164,939         | 161,486           | 630,371                           |
| Net Debt to Adjusted EBITDA   |                    |              |                 |                   | 2.0                               |

The Company believes it is useful for itself and investors to review, as applicable, both GAAP and the above non-GAAP measures in order to assess the performance of the Company's business for planning and forecasting in subsequent periods.